MANAGEMENT'S DISCUSSION & ANALYSIS

For the three months ended March 31, 2017 and March 31, 2016

May 26, 2017

The following management's discussion and analysis ("**MD&A**") is a review of the consolidated financial condition and consolidated results of operations of Walton Westphalia Development Corporation (the "**Corporation**") for the three months ended March 31, 2017 and March 31, 2016. The MD&A should be read in conjunction with the Corporation's consolidated condensed interim financial statements for the three months ended March 31, 2017 and March 31, 2016 (the **"Financial Statements"**).

Additional information about the Corporation is available on SEDAR at **www.sedar.com**.

GOING CONCERN

All financial information is reported in Canadian dollars and has been prepared on a going concern basis in accordance with International Accounting Standard ("**IAS**") 34 – Interim Financial Reporting and uses accounting policies that are consistent with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). The going concern basis of presentation assumes the Corporation will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business as they become due. In limited situations, IFRS has not issued rules and guidance applicable to the real estate investment and development industry. In such instances, the Corporation has followed guidance issued by the Real Property Association of Canada to the extent that such guidance does not conflict with the requirements under IFRS or the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the IFRS framework.

For the three months ended March 31, 2017, the Corporation reported a comprehensive loss of $323,917 (March 31, 2016 –$2,166,910), accumulated deficit of $655,156 (December 31, 2016 –$466,850) and positive operating cash flows of $70,945 (March 31, 2016 – negative operating cash flows of $3,110,609) at that date. In addition to the Corporation's working capital requirements, the Corporation must secure sufficient funding for existing commitments, including the repayment of loan balances outstanding as at March 31, 2017, of $18,250,058 USD on the Senior Loan (defined below) by June 30, 2017, and $9,524,995 USD on the Mezzanine Loan (defined below) by July 6, 2017. The Borrowers (defined below) are in default of both the Senior Loan and the Mezzanine Loan as they have not completed the loan to value ratio ("**LTVR**") test of 40% or less required as of April 30, 2017 and the Borrowers did not deliver the required audited consolidated financial statements of Walton Global Investments Ltd. ("**WGI**"), the guarantor by April 30, 2017. The Senior Lender (defined below) provided the Borrowers with a notice of default on May 10, 2017 (the "**Default Notice**") as a result of the Borrowers' failure to provide the senior lender with sufficient evidence to demonstrate that the Westphalia property has an appraised value which results in a LTVR of less than or equal to 40% for the Property, on or before April 30, 2017 in accordance with the terms of the Senior Loan. The Senior Lender has demanded repayment of $5,012,849 USD, and the failure to repay such amount would result in an event of default under the terms of the Senior Loan. The Borrowers have a 30 day cure period following the receipt of the Default Notice. During this cure period, the Corporation and the Borrowers (defined below) will work with the Senior Lender to cure the default through an equity injection, a refinancing, an asset sale, additional debt issuances(s), or a temporary waiver or forbearance agreement. If an event of default was to occur, the lender could begin the process of foreclosure. As of May 26, 2017, the Project has committed sales that are closing in 2017 of approximately $6,475,000 USD. As at May 26, 2017, the Corporation has collected $3,338,467 USD from the sale of single family lots. The proceeds of the lot sales will be applied to the Senior Loan and the Mezzanine Loan. The current committed lot sales is not sufficient to repay the Senior Loan outstanding at March 31, 2017 of $18,250,058 USD due on June 30, 2017 and the Mezzanine Loan outstanding at March 31, 2017 of $9,524,995 USD due on July 6, 2017. In addition to discussing financing options with the current Senior Lender and the Mezzanine Loan Lender (defined below), management has engaged a mortgage broker, to assist in identifying lenders to provide replacement financing. If the mortgage broker is successful in identifying a lender, this would potentially alleviate any significant doubt on the Corporation's ability to continue as a going concern. There is no assurance that the Borrowers will be able to cure the default within 30 days, be able to find a lender, or that the amount a lender is willing to fund will be sufficient or be on terms acceptable to the Corporation, or at all. Without an alternative lender, the Borrowers do not have sufficient working capital to cure the default, make any principal repayment requested or to repay the principal balance on maturity of the Senior and Mezzanine Loans. In addition, the guarantor, WGI, currently does not have sufficient working capital to make the principal repayments on behalf of the Corporation without liquidating assets. If the Corporation is unable to identify a lender by the maturity date of the loans or receive a forbearance agreement from the lenders, the Corporation may need to file for creditor protection under the Companies' Creditors Arrangement Act ("**CCAA**").

On April 28, 2017, Walton International Group Inc. ("**WIGI**") and certain affiliates, (the "**CCAA Entities**"), including the general partner of Walton Asset Management L.P. ("**WAM**") voluntarily filed and obtained creditor protection under the CCAA (collectively "**WIGI CCAA Application**") pursuant to an order (the "**Initial Order**") granted by the Court of Queen's Bench of Alberta (the "**Court**"). The Initial Order authorizes the CCAA Entities to begin a court-supervised restructuring and provides for a broad stay of proceedings against the CCAA Entities in order to provide the opportunity to finalize and present a CCAA plan to creditors for approval. While WAM is not a CCAA Entity, it is covered by a stay of proceedings within the CCAA filing. Ernst & Young Inc., will serve as the Court-appointed monitor (the "**Monitor**"). At a follow up hearing, on May 9, 2017, (the "**May 9 hearing**"), the stay period was extended from May 26, 2017 to August 15, 2017.

As WAM is the manager of the Corporation, it is uncertain as to what impact, if any, the CCAA proceedings will have on the Corporation. WAM will continue to provide management services; however there is no guarantee that WAM will be able to continue to provide management services with the deferral of the payment of the management fees or that WAM will have the ability to accept the deferral of those management fees under the CCAA proceedings. In addition, there is no guarantee that the Corporation will continue to have WAM provide management services.

As management has not identified an alternative lender to repay the Senior Loan and the Mezzanine Loan, at the date these financial statements were approved, in conjunction with the Senior Lender providing the Default Notice, there is significant doubt as to the ability of the Corporation to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern.

It is not possible to predict the outcome of these matters described above and there is substantial doubt about the Corporation's ability to continue as a going concern. These Financial Statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses that would be necessary if the Corporation were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. If the Corporation were unable to continue as a going concern, the adjustments required could be material.

FORWARD-LOOKING STATEMENTS

Certain information set forth in this MD&A, including but not limited to, the Corporation's ability to obtain alternative financing, manage its liquidity position and fund working capital requirements and meet contractual and other commitments, including the disclosure of the anticipated completion dates of key project milestones, are based on management's current expectations, intentions, plans and beliefs, which are based on experience and management's assessment of historical and future trends. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, many of which are beyond management's control. These risks and uncertainties include, but are not limited to, the risk that the Corporation is unable to find alternative financing at acceptable terms, the level of indebtedness of the Corporation, the timing of approval by municipalities, the estimated time required for construction, the estimated costs for construction, risks related to access to capital, interest rates and the business and general economic environment. These uncertainties may cause the Corporation's actual performance, as well as financial results in future periods, to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements as actual results could differ materially from management's targets, expectations or estimates. See also "Risk Factors" in this MD&A.

The forward-looking statements contained in this MD&A are given as of the date hereof. Except as otherwise required by law, the Corporation does not intend to, and assumes no obligation to, update or revise these or other forward-looking statements it may provide, whether as a result of new information, plans or events.

RESPONSIBILITY OF MANAGEMENT

This MD&A has been prepared by, and is the responsibility of, the management of the Corporation.

The registered office and principal place of business of the Corporation is 25th floor, 215 – 2nd Street SW, Calgary, Alberta, T2P 1M4.

APPROVAL BY THE BOARD OF DIRECTORS

This MD&A was authorized for issue by the Board of Directors ("**Board**") on May 26, 2017.

BUSINESS OVERVIEW

The Corporation, which is managed by WAM, was established on January 4, 2012, under the laws of the Province of Alberta. The wholly-owned subsidiary of the Corporation, Walton Westphalia Development (USA), LLC (the "**U.S. Subsidiary**"), is a limited liability company organized under the laws of the state of Maryland on January 6, 2012. The Corporation and the U.S. Subsidiary were formed for the purpose and objective of providing investors with the opportunity to participate in the acquisition and development of the approximately 310 acre "Westphalia" property (the "**Property**") located in Prince George's County ("**County**") in Maryland, U.S.A., approximately 7 miles southeast of the District of Columbia.

The Property is located along the north side of Maryland State Route 4 directly across from Joint Base Andrews (formerly known as Andrews Air Force Base), approximately 1.5 miles east of the Capital Beltway. The Capital Beltway is the 64 mile long ring road that encompasses Washington D.C. and its inner suburbs in Maryland and Virginia. The southern edge of the Property runs parallel to Pennsylvania Avenue with over 1.5 miles of frontage. Pennsylvania Avenue is a major commuter route, which runs 13.5 miles from the Property all the way to the U.S. Capitol Hill, the site of the White House, the National Mall and the U.S. Capitol Building.

In order to raise sufficient capital for the acquisition and development of the Property, the Corporation completed an initial public offering ("**IPO**") in March 2012. The IPO resulted in the issuance of 1,442,300 units of the Corporation ("**Units**") at $10 per Unit, for gross proceeds of $14,423,000. The completion of the IPO was followed by a private placement offering (the "**Private Placement**") which was completed in multiple tranches under an offering memorandum dated March 26, 2012. The final closing of the Private Placement was completed on October 31, 2012. The Private Placement resulted in the issuance of 1,574,870 Units of the Corporation at $10 per Unit, for gross proceeds of $15,748,700. Each Unit issued by the Corporation through the IPO and the Private Placement (collectively, the "**Offerings**") was comprised of a $5.00 principal amount of unsecured, subordinated, convertible, extendable debenture bearing simple annual interest at a rate of 8% ("**Debenture**") and one class B non-voting common share of the Corporation ("**Class B Share**") having a price of $5.00 per share.

The Offerings raised aggregate gross proceeds of $30,171,700, of which $15,085,850 was received for the Debentures and $15,085,850 was received for the Class B Shares. The total costs incurred with respect to the Offerings was $2,194,076, which consisted of commissions paid to agents, work fees and costs associated with the preparation of the offering documentation for the Offerings (the "**Offering Documents**"). The commissions and work fees were allocated equally to the Debentures and Class B Shares based on their proportionate share of the gross proceeds raised.

As previously disclosed by the Corporation, management has had to adjust the original investment objectives of the Corporation, the Corporation still intends to preserve the capital investment of the holders of shares in the

Corporation ("Shareholders") and provide cash distributions to the Shareholders ("the Distributions") by executing the following investment strategy:

i) Obtain letters of intent or expressions of interest from vertical developers and other end users to purchase lots and parcels to be serviced in each of the three planned phases of the development of the Property before construction commences on that phase;
ii) Construct municipal services infrastructure on the Property in phases to provide a controlled supply of serviced lots and parcels to the marketplace; and
iii) Use the revenue from the sale of the serviced lots and parcels to repay construction loans and other obligations of the Corporation and the U.S. Subsidiary, thereby, allowing for the, payment of the principal and interest owing under the Debentures and either permitting the declaration of a dividend or dividends on the Class B Shares and/or winding up the Corporation and then make Distributions to the shareholders.

Although management expects that the execution of the investment strategy will allow the Corporation to pay such distributions, Distributions by the Corporation are neither guaranteed nor will they be paid in a steady or stable stream, as evidenced by the issuance of additional debentures of the Corporation in lieu of cash interest payments on the Debentures ("**Interest Debentures**"). The amount and timing of any Distributions will be at the sole discretion of the Corporation and only after the Corporation has paid or reserved funds for its expenses, liabilities and commitments (other than with respect to the Debentures and Interest Debentures), including (i) the fees payable to WAM and Walton Development and Management (USA), Inc. ("**WDM**") (including the performance fee as defined below), and (ii) any amounts outstanding, on a phase by phase basis, under the construction loans required to develop the Property. The performance fee is only payable if the investors of Units in the Corporation have received cash payments on the Debentures or cash Distributions on the Class B Shares equal to $10.00 per Unit, plus a cumulative compounded priority return thereon, on a declining basis, equal to 8% per annum.

REVIEW OF OPERATIONS

Summary

During the period ended March 31, 2017, the Corporation continued to take steps toward its construction and financing activities. The key activities undertaken by the Corporation were as follows:

Construction Activities

- Continued with construction activities on the northern lots by removing over 150,000 cubic yards of material and continuing the construction of the second stormwater management pond on the Property;
- Began scoping meetings and negotiations for the Westphalia Green (Phase 1 park amenity) to be constructed in 2017;
- Continued installation of the dry utility conduit and crossings within the alleys and internal streets in Phase 1 and the installation of the wet utilities in Phase 1 (estimated to be complete by Q3 2017); and
- Proceeded with the design of the Pennsylvania Avenue / Woodyard Road interchange (estimated to be complete by Q3 2017).

Financing Activities

- In March 2017 the County sent the Corporation an incentive proposal with terms and conditions for a bond issuance in conjunction with the tax increment financing ("**TIF**") application. The Corporation met with the County on April 4, 2017 and submitted a counterproposal a week later. Negotiations are continuing;
- The Corporation is currently in discussions with MCFI as to their expected projections on timing and amount of the capital to be raised under EB-5 for the rest of the year;
- Closed on the sale of the sewer and water charges for 25 lots in Phase 1 totalling $137,474 USD (front foot benefits); and

- As previously disclosed, on May 10, 2017, the Corporation received a Default Notice from the Senior Lender and has 30 days to cure the default. As discussed above, the Corporation is working on a solution with the Senior Lender and Mezzanine Lender.

The single family market in the Washington, D.C. metropolitan statistical area (MSA) continues to get stronger. The Project is selling lots to three homebuilders, NVR, Inc., Mid-Atlantic Builders and Haverford Homes. As of March 31, 2017, NVR, Inc. had closed on 51 lots, Haverford Homes had closed on 36 lots, and Mid-Atlantic Builders had closed on 8 lots. As of March 31, 2017, NVR reported 57 home sales, Haverford reported 37 home sales and Mid-Atlantic reported 7 home sales. There have been 44 occupancies; 32 for NVR and 12 for Haverford.

Management continues to believe that by pursuing vertical development joint ventures and less expensive financing strategies (EB-5 and TIF bonds) as previously discussed, the Corporation can potentially achieve a higher internal rate of return ("**IRR**"). These IRRs are based on, among other things, achieving certain revenue targets, maintaining construction schedules and costs, the timely receipt of recoveries, third-party sales and commitments for additional lots from the builders. Further material changes to IRR projections and the projected hold period could occur due to changes in any of the aforementioned factors.

The financing strategies include pursuing programs such as the EB-5 Immigrant Investor Visa Program ("**EB-5 Program**") (which has to be done in conjunction with vertical development) that could allow for lower cost financing with better flexibility. Discussions have occurred between the Corporation, MCFI and the Senior Lender and Mezzanine Lenders. The full amount of the Senior Loan will need to be raised to repay the Senior Loan as part of the financing conditions. Due to these conditions, and the economic conditions impacting capital being raised in some Asian countries, the Corporation has revised its projection on the timing for the availability of proceeds under the EB-5 Program from March 2017 to December 2017. As the funds will not be raised in time to repay the Senior Loan and Mezzanine Loans maturing June 30, 2017 and July 6, 2017, respectively, management has engaged a mortgage broker, to assist in identifying a lender to refinance the Senior Loan and Mezzanine Loan. The mortgage broker has been unable to obtain the financing at this time.

Earlier in 2016, the Corporation submitted an application to Prince George's County, Maryland officials for approximately $65 million in TIF bonds. On November 1, 2016, the Prince George's County Council voted unanimously in favor of the TIF and established the Westphalia Town Center Development District and Westphalia Town Center Special Taxing District. County staff and the County's external consultants have conducted their initial review of, and due diligence on, the Westphalia Project development and the TIF financing proposal and County staff have presented an incentive proposal to the Corporation for the terms and conditions of the bond issuance in conjunction with the TIF application. The County staff proposed a mix of County issued bonds (moral obligation) and TIF bonds (special obligation). A moral obligation is a form of municipal bond that not only gives investors the tax exemption benefits inherent in most municipal bonds, but also provides an additional moral pledge (from the issuing government body) against default. The issuing body's commitment is supported by a reserve fund established to meet any debt service costs the government may be unable to make. It is important to note that with a moral obligation bond, the additional security provided by the government is only morally, and not legally binding. However, the pledge is generally regarded as being as credible as a legally binding promise because the issuing government would face negative credit rating effects if it failed to honor the pledge. A special obligation bond is a kind [form] of municipal bond with a specific source of revenue that is used to secure the cash flow needed to pay the interest payments on this bond. In this instance, the ad valorem tax increment above a certain amount on the property in the Development District services and secures the debt.

The Corporation met with County staff on April 4, 2017 to discuss the proposal and subsequently submitted a counterproposal. The Corporation has revised its projection on the timing of passing the bond issuance ordinance to the end of Q3, 2017.

These two alternative financing mechanisms (EB-5 Program and TIF bonds), if successfully implemented, have the potential to decrease costs and increase the project's IRR. However, there is no guarantee that these initiatives will be successful. In addition, if the initiatives are successful, the improved IRR cannot be assured as a number of additional factors may impact the IRR.

Management also continues to focus on additional complementary strategies to maximize the returns of the project, which include, but are not limited to:

- Securing a grocery anchor for the retail site in conjunction with the establishment of a joint venture with a large, experienced retail developer, which can increase the attractiveness for other future retail tenants to locate on the Project, and positively impact retail values, lease rates, and project absorptions. The securing of a grocery anchor tenant by the retail developer partner should also positively impact the sales momentum for other components of the Project, including the development of townhomes and other future residential development, by providing an important retail based service and community amenity. Meetings with potential grocer tenants were held in February 2017 at the International Council of Shopping Centers (ICSC) Mid-Atlantic Conference.
- Engaging in discussions with commercial and residential developers to broaden the awareness of the Project and explore sales and/or partnering opportunities to realize the highest and best use and associated values for the Project.
- Evaluating Project positioning and retail product opportunities to maximize usable retail space and Project amenities to accelerate market demand.
- Continuing efforts to attract a major hotel chain to enter into a vertical joint venture to develop, construct, and manage the 110-key hotel site in Phase 1.
- The Corporation signed a letter of intent with a Bonaventure, a multifamily developer partner. The initial phase of the multifamily construction is anticipated to be 250 units with the other 150 units to follow after lease-up. Discussions to finalize the partnership are ongoing. Pre-development activities are expected to commence upon receipt of EB-5 capital.
- Partnering with the Prince George's County Economic Development Corporation ("**EDC**") to assist with marketing the office site, and with a strategic focus related to locating future government office buildings in the Project. The EDC will be featuring the site at the May 2017 ICSC Real Estate Convention in Las Vegas, NV and then again at a special invite event in July 2017 at the National Harbor, MD.

NON-FINANCIAL INDICATORS

As the operations of the Corporation are project based and therefore dependent on the completion of certain milestones, the Financial Statements alone are not a good indicator of the progress of the Corporation toward its investment objectives. The following are some of the key non-financial indicators which are also used by management in evaluating the performance of the Corporation.

Key Milestones

For Phase 1 of the Project, the key milestones used by management include those presented in the Offering Documents. As of April 2015, all key milestones for Phase 1 were achieved. Milestones for future phases will be disclosed as they are determined by management.

Lot Activity Report

The table below provides an update on lot activity for Phase 1 of the Project:

	March 31, 2017	December 31, 2016
Total Phase 1 lots	346	346
Lots committed to by homebuilders[1]	346	346
Lots sold for accounting purposes	95	73
Lot closings[3]	95	73
Third-party sales[2]	101	83

Notes:

(1) Lots committed to by home builders refer to the number of lots that the homebuilders have committed to purchasing and for which first deposits have been received.

(2) Third-party sales refer to the number of single-family home sales reported by the homebuilders.

(3) Lot closings refer to the cumulative number of lots for which full payment has been received.

For accounting purposes, revenue is recognized from the sale of lots once the agreement for the sale of the lot is duly executed, the collection of sales proceeds is reasonably assured, the purchaser can commence construction, and all other material conditions, if any, are met. Management has determined that these conditions are generally met upon the receipt of a deposit of not less than 20% of the purchase price.

SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

	For the three months ended	
	March 31, 2017	**March 31, 2016**
Total revenues ($)	2,250,955	-
Cost of sales ($)	(1,965,034)	-
Gross margin ($)	285,921	-
Total income/(expenses) ($)	(263,278)	(266,603)
Total other items ($)	(186,976)	(1,436,301)
Net income before tax($)	(164,333)	(1,702,904)
Net loss ($)	(188,306)	(1,063,466)
Comprehensive loss ($)	(323,917)	(2,166,910)
Weighted average shares outstanding[1]	3,017,170	3,017,170
Basic net (loss)/income per share ($)	(0.06)	(0.35)
Diluted net (loss)/income per share ($)	(0.06)	(0.35)

Notes:

(1) Weighted average shares outstanding exclude the 100 Class A voting common shares issued. Based on the Corporation's articles of incorporation, Class A shareholders are not entitled to participate in any dividends declared by the Corporation or the distributions of any part of the assets of the Corporation.

	March 31, 2017	**December 31, 2016**
Total assets ($)	88,039,495	87,918,204
Total non-current liabilities ($)	18,563,012	57,928,851
Total other liabilities ($)	52,573,412	12,762,365
Total liabilities ($)	71,136,424	70,691,216
Total equity ($)	16,903,071	17,226,988
Class B Shares outstanding – end of period	3,017,170	3,017,170

ANALYSIS OF FINANCIAL PERFORMANCE

During the three months ended March 31, 2017, the Corporation recognized revenue on contracts of $2,250,955 from single family lot sales in Phase 1. The cost of sales relating to the lot sales was $1,965,034. The revenue and cost of sales recognized in 2017 was in respect to the sale of 22 Phase 1 single family lots to home builders. There was no revenue recognized for the three months ended March 31, 2016.

Total expenses decreased by $3,325 from $266,603 for the three months ended March 31, 2016 to $263,278 for the three months ended March 31, 2017. The decrease in expenses was primarily due to a decrease in marketing expenses of $23,044 and was offset by an increase of $22,766 in professional fees. The marketing costs were higher in 2016 as it related to initial marketing of the project. The increase in professional fees relates primarily to the Corporation engaging third party corporate secretary services that had been previously been provided by WIGI for no additional charge.

Total other items consists primarily of foreign exchange gains and losses and has decreased by $1,249,325 from total other item loss of $1,436,301 for the three months ended March 31, 2016 to total other item loss of $186,976 for the three months ended March 31, 2017. The Canadian dollar has strengthened in 2017 compared to 2016, resulting in the underlying Canadian Dollar intercompany debentures and the intercompany debt contracts in the U.S. Subsidiary reflecting a foreign exchange loss that is not eliminated upon consolidation

Deferred tax expense has increased by $663,411 primarily due to the movement in the unrealized foreign exchange gains.

Comprehensive loss decreased by $1,842,993 from $2,166,910 for the three months ended March 31, 2016 to $323,917 for the three months ended March 31, 2017. The decrease is due to the items discussed above as well as a $967,833 decrease in other comprehensive income due to changes in the cumulative translation losses recorded on the translation of the U.S. Subsidiary accounts from a functional currency of U.S. dollars to Canadian dollars for reporting purposes.

ANALYSIS OF FINANCIAL CONDITION

The Corporation's total assets increased by $121,291 from $87,918,204 at December 31, 2016 to $88,039,495 at March 31, 2017 due to an increase of $1,284,682 in land development inventory, offset by a reduction of $70,396 in prepaid expenses and reductions in cash and restricted cash of $527,598 and $548,972, respectively. Total liabilities increased by $445,208 from $70,691,216 at December 31, 2016 to $71,136,424 at March 31, 2017 due to an increase of $743,193 in provision for land development costs, an increase of $330,799 due to related parties, an increase of $373,858 in interest payable and an increase in accounts payable and accrued liabilities of $153,241 offset by a reduction in project debt of $1,182,270.

During the three months ended March 31, 2017, $3,468,333 of development costs were incurred relating to Phase 1 paving, the construction of utilities, culvert and storm water management ponds, and permit approvals. Of the total costs incurred, $3,421,815 was capitalized to land development inventory, and $46,518 was applied to the provision for land development costs relating to previously recognized revenues.

In relation to the 22 lot sales recognized during the three months ended March 31, 2017, cost of sales of $1,965,034 was recognized, comprised of $1,164,757 recorded as a reduction to land development inventory and $800,277 recorded as an increase in the provision for land development costs.

Inventory was further reduced due to the translation of the inventory from U.S. dollars to Canadian dollars for reporting purposes by $972,376 due to a strengthening Canadian dollar.

Due to related parties balances have increased by $330,799 primarily due to an increase in the Walton International Group (USA), Inc. ("**WUSA**") loan of $219,731 for advances and interest to fund the cost overrun account of the

Senior Loan and an increase of $172,465 owed to WAM on the accrual of management fees and servicing fees that have not been paid.

The accounts payable and accrued liabilities outstanding in the prior year, related to construction costs and were settled in 2017 using the proceeds of the construction loan. Further discussion of the movement in the Project debt is discussed under the heading 'Project debt' below.

The increase in the interest debentures payable is discussed further under the heading 'Debentures Payable and Interest Debentures Payable' below.

DEBENTURES PAYABLE AND INTEREST DEBENTURES PAYABLE

The Debentures, Interest Debentures and Interest Payable have been described in note 7 of the Financial Statements.

The Debentures and Interest Debentures are unsecured and bear interest at a rate of 8% per annum. Interest on the Debentures and Interest Debentures is calculated annually based on the principal amount of the Debentures and Interest Debentures outstanding on March 31, and is payable annually on June 30. The Debentures and Interest Debentures mature at their principal amount on March 31, 2019; however, the maturity date on both Debentures and Interest Debentures can be extended by the Corporation at its sole discretion until March 31, 2021.

The Corporation may also, at its sole discretion, (i) repay all or any portion of the principal amount of, or interest under, the Debentures or Interest Debentures through the issuance of Class B Shares, (ii) evidence its obligation to pay all or any portion of the interest under the Debentures or Interest Debentures through the issuance of Interest Debentures, and/or (iii) convert all or any principal amount of, or interest under, the Debentures or Interest Debentures into Class B Shares.

For the three months ended March 31, 2017, there has been no change in the Debentures payable from December 31, 2016 other than amortization of $43,744 of accretion recognized and capitalized to land development inventory. Interest payable was increased by $373,858 relating to interest accrued on the Debentures and Interest Debentures payable. The Interest Debentures outstanding as at March 31, 2017, have a principal amount of $3,866,677.

As at March 31, 2017 and March 31, 2016, Walton International Group Inc. ("**WIGI**"), owned approximately 6.3% of the outstanding Units of the Corporation. As a result, approximately 6.3% of the balance of Debentures payable, Interest Debentures payable and interest payable was payable to WIGI.

PROJECT DEBT

The project debt terms, balances and conditions have been described in note 8 of the Financial Statements.

The Corporation has a senior loan facility ("**Senior Loan**") entered into collectively with the U.S. Subsidiary and Walton Westphalia Europe, LP ("**WWE**"), an affiliate of the Corporation and the other co-owner of the Property (collectively, the "**Borrowers**") of $43.01 million USD which was amended on May 31, 2016 to reduce the facility amount to $39.36 million USD and extend the original maturity date of May 31, 2016 to June 30, 2017. The amended Senior Loan includes a performance covenant with a loan to value test to be completed by the lender on or before April 30, 2017 that requires an LTVR to be at or less than 40% Loan to Value. On May 10, 2017, the Borrowers received a Default Notice from the Senior Lender (the "**Senior Lender**") as the Borrowers failed to provide an appraisal evidencing an appraised value resulting in a Loan to Value Ratio less than 40%. The lender completed a valuation based on the most recent appraisal of the Property available and concluded that the value exceeds the LTVR by $5,012,849 USD and has demanded repayment of this amount. Under the terms of the Senior Loan, the Borrowers have a 30-day cure period, during which the Corporation and the Borrowers will work with the lender to cure the default through an equity injection, a refinancing, an asset sale, additional debt issuance(s), a temporary waiver or a forbearance agreement. If the Borrowers are unable to cure the default, the lender may foreclose on the assets or the Corporation may file for creditor protection if they are unable to cure the default in the required timeline. At March 31, 2017, the Corporation's portion of the outstanding balance under the Senior Loan was $24,312,727.

In addition, the Borrowers collectively have a $7,285,850 USD mezzanine loan ("**Mezzanine Loan**") (subordinate financing) with interest accruing at 15% per annum. The Mezzanine Loan matures on July 6, 2017. The Corporation is not in compliance with the loan agreement as WGI audited consolidated financial statements were not delivered by April 30, 2017. On March 31, 2017, the Corporation's portion of the outstanding balance under the Mezzanine Loan was $12,689,196, including accrued and unpaid interest.

On October 7, 2016, the U.S. Subsidiary and WWE collectively entered into an agreement for an unsecured note ("**German Loan**") with a lender for a principal amount of $1,000,000 USD. The German Loan is subordinated to both the Senior Loan and the Mezzanine Loan. The interest rate for the German Loan is 15% per annum and accrues quarterly in arrears. Accrued interest is added to the outstanding principal on the date of each quarterly accrual. Interest is capitalized to land development inventory. The German Loan will mature and be payable on December 31, 2020 and may be extended for two additional one-year terms. As at March 31, 2017, the Corporation's portion of the outstanding balance is $1,225,391 including accrued and unpaid interest of $43,803.

Project debt is the primary method of financing the construction costs associated with each of the phases. The Senior Loan is secured by among other things, a first priority deed of trust lien on the Property. The Mezzanine Loan is subordinate to the terms of the Senior Loan and is secured by, among other things, a second-priority deed of trust lien on the Property. As the Corporation does not have other operations and does not maintain significant cash balances, interest on the Senior Loan is paid through principal advances on the Senior Loan, which further increases the principal amount of the debt outstanding. The Mezzanine Loan interest is accrued.

The total amount of advances on the Senior Loan, Mezzanine Loan and German Loan incurred during the three months ended March 31, 2017 was $769,761 (March 31, 2016 - $1,929,738). The advances were used to pay for construction costs, including outstanding balances in accounts payable from the prior year.

As part of the agreements with the lenders for the Senior Loan and Mezzanine Loan, proceeds that come in relating to lot sales are applied to the outstanding loan balances and reduce the overall amount of the facilities. During the three months ended March 31, 2017, the Corporation applied $1,963,409 (March 31, 2016 - $nil) of proceeds from Phase 1 lot sales to the outstanding loan balances.

The Senior Loan and Mezzanine Loan required delivery of audited consolidated financial statements of WGI by April 30, 2017, which were not delivered as of that date. As a result of the foregoing, the Senior Loan is currently in technical default, and if the Senior Lender delivers notice of such defaults, the Borrowers will have 30 days to cure the defaults. If the defaults are not cured in such 30 day period, the Senior Lender may exercise its remedies under the Loan document, which could include acceleration of the maturity date and foreclosure proceedings.

If the Corporation is unable to identify a lender by the maturity date of the loans, receive a waiver or a forbearance agreement from the lenders, the Corporation may need to file for creditor protection under the CCAA. These conditions raise significant doubt as to the ability of the Corporation to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern.

WIGI has provided the lenders of the Senior Loan and Mezzanine Loan a guarantee that the Borrowers, collectively, will make the payments of principal and interest due under the Senior Loan and Mezzanine Loan and will complete the development of the project in accordance with the plans and on a lien-free basis. WGI is obligated to cover cost overruns. WGI becomes fully liable for the Senior Loan and the Mezzanine Loan if either of the Borrowers file for bankruptcy or take advantage of other laws protecting debtors. The CEO of WGI has also provided a personal guarantee for the Senior Loan in certain limited circumstances.

The Corporation has a $4.1 million USD subordinated loan agreement with WUSA (the "**WUSA Loan**") bearing interest at 11% per annum, payable semi-annually. The Corporation can elect to defer the payment of interest and add to the principal balance of the loan. The subordinate loan has a 60 month term with a maturity date of February 1, 2020. The Corporation has the right and option to extend the term of the WUSA Loan for up to two additional one-year terms. The WUSA Loan is unsecured and subordinate to the Senior Loan and Mezzanine Loan.

As disclosed previously, the Corporation is looking into alternative financing for the Project and on August 26, 2016, the Borrowers entered into an agreement (the "**Loan Agreement**") with MCFI. Under the Loan Agreement, MCFI proposes to loan (the "**Loan**") to the Borrowers jointly, up to $58 million USD for the primary purposes of repaying the Senior Loan, Mezzanine Loan and the WUSA Loan and funding certain qualifying hard and soft costs for Phases 1 and 1A. MCFI is currently raising funds for the purpose of funding the loan to Westphalia. As of the date of these Financial Statements, MCFI has not raised the proposed funding. As part of the agreement with the Senior Lender, no funds will be advanced by MCFI until the full amount of the Senior Loan can be repaid. Once funding has been provided to the Borrowers, the term of the loan will be for six years, subject to a one year extension at MCFI's election or, if it elects not to extend, up to one year at the Borrowers election. Loan advances will mature six years from the end of the quarter in which the loan advance was made. Subject to minor exceptions, the Loan cannot be repaid prior to its maturity. In addition, once funding has been provided, this will trigger the obligation for the U.S subsidiary to produce jobs, which is part of the underlying funding agreement.

Interest on the loan is calculated at the simple, non-compounded annual interest rate of 5.25% and is payable quarterly, with the first payment being payable in the quarter in which the final loan draw occurs. Interest paid will be capitalized to land development inventory. The Loan will be secured by the Borrowers' assets including the Property.

A precondition to the funding on the Loan is the approval of the Senior and Mezzanine lenders in regards to an inter-creditor agreement or MCFI has raised enough capital to preclude the need for an inter-creditor agreement. There is no guarantee that the Senior Lender or the Mezzanine Lender will approve the inter-creditor agreement or that MCFI will be able to raise all, or any, of the $58 million USD under the MCFI EB-5 Offering. If sufficient EB5 funds are not raised to permit the repayment of the Senior, Mezzanine and WUSA Loans, the Corporation will have to source lending from other lenders to (i) repay those loans including the Senior Loan and the Mezzanine Loan, (ii) fund the remainder of its Phase 1 and 1A development costs, or (iii) obtain extensions. The Corporation is working to identify potential sources of financing in the case that enough EB-5 funds are not raised.

WORKING CAPITAL

The balance of the Corporation's liabilities as at March 31, 2017, was significant relative to the balance of its cash and receivables. The Corporation plans to settle its liabilities as follows:

Debentures payable, Interest Debentures payable and interest payable – Management has the ability to settle the interest on the Debentures and Interest Debentures through the issuance of Interest Debentures or the conversion of the amount owing to Class B Shares. The Debentures and Interest Debentures have a maturity date of March 31, 2019; however, the maturity date can be extended to March 31, 2021 at the sole discretion of the Corporation. The Corporation is assessing all options with respect to repayment of the Debentures and Interest Debentures including, but not limited to: (i) future lot sale revenues generated by the Corporation and/or (ii) conversion of all or any principal amount of the Debentures or Interest Debentures into Class B Shares.

Accounts payable, accrued liabilities and provision for land development costs – The majority of accounts payable, accrued liabilities and provision for land development costs of the Corporation are for development related expenses. These expenses will be funded by cash on hand, further draws on the Project debt and loans from related parties.

Due to related parties – The payment of outstanding development fees will be paid through construction loans on future phases, which will result in an increase in the balance of Project debt. Asset management and servicing fees due to related parties will be paid out of working capital, proceeds from the sale of lots, collection of recoverable costs receivable and future construction loans. Management has communicated to WAM that it does not expect to make payments for the outstanding asset management and servicing fees until such time that the Corporation has sufficient capital for the payment of these amounts. WAM has continued to provide its services as manager of the Corporation; however, there is no guarantee that WAM will continue to provide management services with the deferral of the payment of management fees, or that WAM will have the ability to accept the deferral of those management fees under the CCAA proceedings, or that the Corporation will continue to have WAM provide management services.

Project debt – The balance of Project debt will be repaid from the proceeds from future lot sales or future financing, including financing from MCFI. As of May 26, 2017, the Project has committed sales that are to closing in 2017 of approximately $6,475,000 USD. As at May 26, 2017, the Corporation has collected $3,338,467 USD from the sale of single family lots. The proceeds of the lots sales will be applied to the Senior Loan and Mezzanine Loan. The current committed lot sales is not sufficient to repay the Senior Loan outstanding at March 31, 2017 of $18,250,058 USD due on June 30, 2017 and the Mezzanine Loan outstanding at March 31, 2017 of $9,524,995 USD due on July 6, 2017. In addition, to discussing financing options with the current Senior Lender and the Mezzanine Lender, management has engaged a mortgage broker, to assist in identifying lenders to provide replacement financing. If the mortgage broker is successful in identifying a lender, this would potentially alleviate any significant doubt on the Corporation's ability to continue has a going concern. There is no assurance that the Corporation will be able to cure the default within 30 days, be able to find a lender, or that the amount a lender was willing to fund would be sufficient or be on terms acceptable to the Corporation, or at all.

TRANSACTIONS WITH RELATED PARTIES

The related parties transactions and balances have been described in note 4 of the Financial Statements.

WAM, WIGI, WDM, WWE, WUSA, and WUSF 1 Westphalia, LLC ("**WUSF**"), are considered to be related to the Corporation by virtue of the fact that they are all controlled by WGI. As noted under note 1 to the Financial Statements, on April 28, 2017, WIGI and the general partner of WAM filed for and were granted protection under the CCAA from the Court, which included a stay of proceedings on WAM. All transactions entered into between the related parties during the year were under terms and conditions agreed upon between the parties. The following are the significant transactions that have occurred with related parties during the period:

- For the period ended March 31, 2017, funds of $104,490 (December 31, 2016 - $580,674) were advanced by WUSA to the Corporation under the WUSA Loan. Interest of $115,241 (December 31, 2016 - $388,607) has been incurred for the three months ended March 31, 2017 and capitalized to land development inventory.

- For the period ended March 31, 2017, development fees of ($23,638) (March 31, 2016 – $23,852) were charged by WDM to the Corporation which were paid in accordance with the Project Management Agreement between the Corporation and WDM. The refund of fees for the three months ended March 31, 2017 is for a correction of previous fees which were calculated prior to the cost allocation to WWE. Actual development fees incurred for Q1 2017 were $17,352. The development fees are based on 2% of certain development costs incurred during the period.

- In addition, WDM will receive a performance fee equal to 25% of cash distributions after all investors received cash payments of $10.00 per Unit plus a cumulative compounded priority return of 8% per annum on a declining basis (the "**Performance Fee**"). No Performance Fee was incurred by the Corporation during the three months ended March 31, 2017 and March 31, 2016.

- The Corporation previously entered into agency agreements with various agents, whereby the Corporation is required to pay the agents a servicing fee equal to 0.50% or $139,888 annually, or $34,493 per quarter, of the net proceeds for each Unit sold under the Offerings. The servicing fee is payable to WAM, which is responsible for the distribution of the fees to the agents in accordance with the management services agreement dated February 27, 2012 between the Corporation and WAM (the "**Management Services Agreement**"). The servicing fee is payable until the earlier of the dissolution of the Corporation and December 31, 2018.

- For the period ended March 31, 2017, management fees of $137,972 (March 31, 2016 - $139,124) were charged to the Corporation from WAM, for providing management and administrative services in accordance with the terms of the Management Services Agreement. Administrative services provided by WAM include, but are not limited to, the overseeing of the Offerings, responding to investor inquiries, assisting in the delivery of quarterly and annual reports to the investors and monitoring the daily activities of the Corporation. WAM has continued to provide its services as manager of the Corporation; however, there is no guarantee that WAM will continue to provide management services with the deferral of the payment of the management fees, or that it will have the ability to defer those management fees under the CCAA proceedings or that the Corporation will continue to have WAM provide management services. The total amount outstanding and payable to WAM as at March 31, 2017 was $1,289,271 (December 31, 2016 - $1,116,806).

- For the period ended March 31, 2017, the Corporation paid an aggregate of $25,575 (March 31, 2016 - $25,575) to independent directors of the Corporation. The independent directors are paid quarterly in advance, and the amount of compensation is fixed over the life of the Corporation.

SUMMARY OF QUARTERLY RESULTS

A summary of operating results for the past eight quarters is as follows:

	Three months ended							
	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
Total assets ($)	88,039,495	87,918,204	83,968,813	83,241,606	82,246,586	86,494,175	79,240,283	69,690,964
Total liabilities ($)	71,136,424	70,691,216	66,855,914	66,342,663	65,133,658	67,214,337	60,755,910	52,905,139
Total equity ($)	16,903,071	17,226,988	17,112,899	16,898,943	17,112,928	19,279,838	18,484,373	16,785,825
Total revenues ($)	2,250,955	1,999,154	2,168,140	1,787,476	-	-	-	1,183,930
Total cost of sales ($)	(1,965,034)	(2,142,439)	(1,993,673)	(1,619,934)	-	-	-	(1,023,407)
Gross margin ($)	285,921	(143,285)	174,467	167,542	-	-	-	160,523
Other income (expenses) ($)	(263,278)	(292,572)	(295,612)	(335,314)	(266,603)	(321,185)	(286,542)	(220,799)
Total other items ($)	(186,976)	529,379	192,317	(44,395)	(1,436,301)	785,012	1,296,527	(247,886)
Net income/(loss) before tax ($)	(164,333)	93,522	71,172	(212,167)	(1,702,904)	463,827	1,009,985	(308,162)
Deferred tax expense/(recovery) ($)	(23,973)	(363,106)	82,686	(3,390)	639,438	(267,961)	(476,313)	76,528
Net income/(loss) after tax ($)	(188,306)	(269,584)	153,858	(215,557)	(1,063,466)	195,866	533,672	(231,634)
Cumulative translation gain/(loss) ($)	(135,611)	383,673	60,098	1,572	(1,103,444)	599,597	1,164,876	(248,044)
Comprehensive income / (loss) ($)	(323,917)	114,089	213,956	(213,985)	(2,166,910)	795,463	1,698,548	(479,678)
Weighted average shares outstanding[1]	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170
Basic net income/(loss) per Class B share ($)	(0.11)	(0.09)	0.05	(0.07)	(0.35)	0.06	0.18	(0.08)
Diluted net income per share ($)	(0.11)	(0.09)	0.02	(0.07)	(0.35)	0.03	0.08	(0.08)
Class B shares issued during the period	-	-	-	-	-	-	-	-
Class B shares outstanding – end of period	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170	3,017,170

Notes:

(1) Class A shares outstanding have not been included in the weighted average shares outstanding because the Class A shares do not participate in the profits or losses of the Corporation.

During the three months ended March 31, 2017, the Corporation recognized revenue from the sale of 22 single family lots in Phase 1, which resulted in a gross margin of $285,921. During 2016, the Corporation recognized revenue in the Q2, Q3 and Q4 from the sale of 18, 22, and 20, respectively, single family lots in Phase 1, which resulted in a gross margin of $167,542, $174,467 and ($143,285) for the three months ended June 30, 2016, September 30, 2016 and December 31, 2016, respectively. In the second quarter of 2015, the Corporation recognized revenue of $1,183,930 from the sale of 13 single family lots resulting in a gross margin of $160,523. No other revenue was recognized over the past eight quarters.

The other income and expenses of the Corporation have remained fairly consistent over the last eight quarters, except for Q2 2016 and Q4 2015 which increased as a result of higher marketing expenses. Marketing expenses increased in Q2 2016 and Q4 2015 due to higher client communication, media placement and signage expenses which increased as builders began to be actively marketing. The other income and expenses were lower in Q2 2015 as the audit fee accrual was based on the previous year's costs incurred and have since increased. The total other items and cumulative translation gain/(loss) has fluctuated from quarter to quarter due to fluctuations in the foreign currency rate between U.S. and Canada. The U.S. dollar has strengthened against the Canadian dollar in the past eight quarters with the exception of the three month periods ending June 2016, March 2016 and June 2015. Within total other items, foreign exchange gains and losses are recorded in the U.S. Subsidiary on loans denominated in Canadian dollars. Changes in the cumulative translation gain/(loss) within other comprehensive income results from the translation of the U.S. entity's accounts from the functional currency of U.S. dollars to Canadian dollars for reporting purposes.

Deferred tax expense fluctuated over the last eight quarters, as a result of significant changes in the foreign exchange rates which is reflected in the foreign exchange gain or loss recorded in total other items associated with the translation of intercompany debentures and debt record in the U.S. Subsidiary.

From June 2015 to December 2015, the increase in total assets was due to the increase in development activity related to Phase 1 of the development, the corresponding increase in Project debt, accounts payable and accrued liabilities can be seen in total liabilities. Total assets decreased in the first quarter of 2016 due to the effect of foreign exchange rates on land development inventory and the use of restricted cash to pay expenditures, then increased in the second, third and fourth quarters of 2016 as additional development costs were incurred.

SUPPLEMENTAL INFORMATION

Liquidity and Capital Resources

The Corporation defines capital as total Shareholders' Equity, Debentures payable and Interest Debentures payable, Project debt, and balances due to related parties.

The Corporation's objectives when managing capital are to:

(i) Obtain construction loans to fund construction of the Project;

(ii) Ensure that the Corporation is able to meet all obligations relating to the entity and the development of the land, through sale of the lots; and

(iii) Maximize the return to the Shareholders.

The Corporation manages the capital structure by using short and long term cash flow projections to determine that the amount of cash available to meet on-going obligations is either retained by the Corporation, is available through construction loan facilities or is available through agreements with related parties. The Corporation may elect to use Interest Debentures to settle Debenture and Interest Debenture interest payments and has the ability to convert Debentures and Interest Debentures into Class B Shares if needed to maintain adequate capital levels. Project debt is intended to be utilized to finance future phases of development which may require partial or full guarantees by WIGI to obtain or maintain facilities at market rates.

There were no changes to the way the Corporation defines capital, its objectives, and its policies and processes for managing capital from the prior fiscal year.

The following are the capital resources currently available to the Corporation.

Out of the net proceeds raised through the Offerings and loans, approximately 23.8% ($5.8 million) was set aside by the Corporation to pay for the ongoing administrative and operating expenses, development fees, pre-development costs, grading costs, construction costs, interest accruing on Debentures and Interest Debentures and other expenses of the Corporation.

The Corporation's U.S. Subsidiary has a $39.36 million USD secured Senior Loan with a U.S.-based financial institution to be used to finance Phase 1 of the Project, of which $6.15 million USD can be used for issuance of letter of credits. As at March 31, 2017 the balance of the Senior Loan was $18,250,058 USD (December 31, 2016 - $19,001,409 USD) and matures June 30, 2017. Future construction loans will be required to fund the costs of development of Phase 1A, 2 and 3 of the Project. Management is in the process of identifying an alternative lender to provide funding to repay the Senior Loan and the Mezzanine Loan or to extend of the terms of the existing loans. There is no assurance that the Corporation will be able to find a lender, or that the amount a lender was willing to fund would be sufficient or be on terms acceptable to the Corporation, or at all. Without an alternative lender, the Corporation currently does not have sufficient working capital to make any principal repayment requested or to repay the principal balance on maturity of the Senior and Mezzanine Loans. If the Corporation is unable to identify a lender by the maturity date of the loans, or receive a forbearance agreement from the lenders, the Corporation may need to file for creditor protection under the CCAA. These conditions raise significant doubt as to the ability of the Corporation to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern.

The U.S. Subsidiary has a subordinated WUSA Loan for $4.1 million USD. The purpose of this WUSA Loan is to finance cost overruns related to Phase 1 of the development. As at March 31, 2017, the balance of the WUSA Loan was $3,384,245 USD (December 31, 2016 - $3,219,173 USD). There is a requirement that the guarantor continues to fund this loan up to the $4.1 million USD as costs are incurred and there is no assurance the guarantor will have sufficient cash to fund this requirement.

Specific costs incurred by the Corporation such as servicing fees and management fees are with related parties. In the situation of a working capital deficiency, management has the ability to negotiate and discuss with related parties different payment terms, consistent with the current year in which management has communicated to WAM and WDM that it does not expect to make payments for any amounts payable until such time that the Corporation has sufficient capital for the payment of these amounts. As WAM filed for Court protection under CCAA, there is no guarantee that WAM will be able to continue to provide management services with the deferral of the payment of the management fees, or that it will have the ability to defer those management fees under CCAA proceedings.

Cash Requirements

The table summarizes the Corporation's undiscounted contractual obligations as at March 31, 2017:

	2017	2018	2019	2020	2021 and thereafter
	$	$	$	$	$
Debentures payable	-	-	15,085,850		-
Interest Debentures payable	-	-	3,866,677		-
Interest payable	1,516,202	1,516,202	377,991		-
Project debt	37,883,568	-	-	-	-
Accounts payable and accrued liabilities	2,591,937	-	-	-	-
Due to related parties	588,795	475,462	475,462	4,362,005	-
Total	42,580,502	1,991,664	19,805,980	4,362,005	-

In addition to the items in the table above, based on the current Senior Loan and Mezzanine Loan amounts outstanding and as a result of the joint and several nature of the Senior Loan and Mezzanine Loan, the U.S. Subsidiary may be liable for WWE's portion of these loans. As at March 31, 2017 this amount is $6,422,671 (December 31, 2016 - $6,639,185).

Commitments

The following table presents future commitments of the Corporation under the Management Services Agreement and the agency agreements. It does not include WDM's development fees or performance fee under the project management agreement dated February 27, 2012 between WDM, the Corporation, the U.S. Subsidiary and Walton Maryland, LLC, an affiliate of the Corporation where-under WDM will provide services with respect to the management of the development of the Property, which is calculated based on the amount of the Distributions paid by the Corporation. These commitments will be funded through future revenues generated by the Corporation and the capital resources available to the Corporation.

	Servicing fee ($)	Management fee ($)	Total ($)
2017	105,395	421,581	526,976
2018	139,888	559,552	699,440
2019	-	137,972	137,972
Total	245,283	1,119,105	1,364,388

The commitment for the management fee will extend for the length of the Project; however, after April 1, 2019, it is calculated based on the book value of the Property at the end of the previous calendar quarter, which cannot be reasonably estimated at this time.

The Corporation also has a commitment to complete the construction of onsite water and sewer and lines, as well as the construction of an offsite sewer outfall as part of the permits issued by Prince George's County, Maryland. The Corporation has provided the Washington Suburban Sanitary Commission, Prince George's County and the Maryland National Park and Planning Commission with bonds which are used as construction guarantees. As at March 31, 2017, the outstanding value of these bonds total $16,100,505 USD.

Sources and Uses of Cash

The Corporation's primary use of capital includes paying operating expenses, incurring project development costs on the land development inventory, interest payments on Debentures and Interest Debentures and principal repayments on Project debt, Interest Debentures payable and Debentures payable.

The Corporation believes that internally generated cash flows from the sale of land, supplemented by borrowings through Project debt facilities noted above and advances from related parties, where required, will be sufficient to cover the Corporation's normal operating expenditures.

The following table summarizes the Corporation's cash flows from (used in) operating, and financing activities, as reflected in the Statements of Cash Flows.

	For the three months ended March 31	
	2017	**2016**
Cash flows from operating activities ($)	70,945	(3,110,609)
Cash flows from investing activities ($)	513,786	855,856
Cash flows from financing activities ($)	(1,089,158)	2,002,860

During the three months ended March 31, 2016, repayments were made on the Senior Loan and Mezzanine Loan using proceeds from lot sales and principal pay downs resulting in lower inflows of cash from financing activities as compared to the same period in 2016 during which there were no loan repayments. The decrease in restricted cash for the three months ended March 31, 2017 is related to a lower cash deposit of projected project cost overruns as compared to the three months ended March 31, 2016 and a reduction in builder deposits held in escrow due to funds applied to lot settlements that occurred during the three months ended March 31, 2017. Due to the longer term nature of this project, operating cash flows may vary from period to period.

Off-Balance Sheet Arrangements

As a result of entering into the Senior Loan, the Mezzanine Loan, the German Loan and the WUSA Loan, while each party accounts for its proportionate share of the long-term debt thereunder, management has assessed the risk resulting from U.S. Subsidiary's relative size and proportion of interest in the Project from the joint and several nature of these various loan agreements whereby, in the unlikely event of a default on such long-term debt, the U.S. Subsidiary may have a greater than it's proportionate share of exposure to any default conditions. The total amount (face value) of the Senior Loan and the Mezzanine Loan and accrued interest is $44,631,646 USD and the unrecorded portion to which the Corporation may be party to is $6,639,185 USD. This amount has not been recognized on the statements of financial position.

Financial Instruments

The Corporation's financial instruments consist of, amounts due from related party, restricted cash, cash, Debentures payable, Interest Debentures payable, Project debt, interest payable, accounts payable and accrued liabilities, and amounts due to related parties. Due from related party, restricted cash and cash are classified as loans and receivables, and are carried at amortized cost using the effective interest rate method. Debentures payable, Interest Debentures payable, Project debt, interest payable, accounts payable and accrued liabilities, and amounts due to related parties have been classified as other financial liabilities, and are carried at amortized cost using the effective interest rate method.

Fair value measurements are classified using a three tier fair value hierarchy where each level reflects the significance of the inputs used in making the measurements. In level 1, values are based on unadjusted quoted prices in an active market that are accessible at the measurement date for identical assets and liabilities; level 2 values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and level 3 values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The fair value of Debentures and Interest Debentures payable and Project debt are determined using the income approach, primarily making use of level 3 (unobservable) inputs. Using the income approach, the expected future cash commitments arising from these financial liabilities are discounted by the Corporation's effective interest rate.

Financial instruments often expose an entity to liquidity, credit, currency or interest rate risk. While it is management's opinion that the financial instruments of the Corporation do not give rise to significant credit risk, the Corporation is exposed to significant interest rate risk and currency risk.

Liquidity risk

Liquidity risk arises on the land development inventory as the Property would be difficult to liquidate quickly. The Corporation is dependent on financing to complete the development. If the Corporation was unable to secure financing or the lenders were to call the loans, the Corporation would not be able to meet its financial obligations as they become due. The Corporation manages its liquidity risk by monitoring the economic environment and lot absorption rates in nearby developments, monitoring forecast and actual cash flows associated with the development and maintaining project debt and related party financing facilities to cover development costs.

Management is in the process of identifying an alternative lender to provide funding to repay the Senior Loan and the Mezzanine Loan or to extend of the terms of the existing loans. There is no assurance that the Corporation will be able to find a lender, or that the amount a lender was willing to fund would be sufficient or be on terms acceptable to the Corporation, or at all. Without an alternative lender, the Corporation currently does not have sufficient working capital to make any principal repayment requested or to repay the principal balance on maturity of the Senior and Mezzanine Loans. If the Corporation is unable to identify a lender by the maturity date of the loans, or receive a forbearance agreement from the lenders, the Corporation may need to file for creditor protection under the CCAA. These conditions raise significant doubt as to the ability of the Corporation to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern (note 1).

Interest rate risk

The Corporation is exposed to significant interest rate risk due to the variable interest rate charged on the Project debt. Changes in market interest rates will cause fluctuations in the interest expense incurred on any Project debt outstanding. The Corporation monitors the effects of market changes in interest rates.

Specifically, LIBOR is the variable rate underlying the Senior Loan. To mitigate this market risk, the Corporation had purchased an interest rate cap with a third party which caps the Senior Loan's interest rate as follows:

From:	To:	Rate:
June 6, 2013	But excluding July 1, 2015	1.2000%
July 1, 2015	July 1, 2016	1.6000%

The interest rate cap expired in 2016 and was not renewed.

Currency risk

Currency risk arises when future recognized assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Corporation is exposed to foreign exchange risk because the operations, development expenditures, and construction loans are denominated in U.S. dollars. The Corporation recorded a translation loss on foreign exchange related to land development costs of $972,376 for the three months ended March 31, 2017 and a loss of $2,479,679 for the year ended December 31, 2016.

At March 31, 2017, if the Canadian dollar had strengthened or weakened by 10% against the U.S. dollar with all other variables held constant, net income for the period would have changed by $1,706,278 mainly as a result of foreign exchange losses on translation of U.S. dollar denominated loan and debentures payable amounts compensated by foreign exchange gains on translation of U.S. dollar denominated intercompany amounts..

To manage this risk, the Corporation monitors changes in foreign exchange rates to determine if and when U.S. dollars should be converted to Canadian dollars and vice versa. As part of the Corporation's on-going risk management strategy, U.S. construction funding will be used for U.S. denominated expenditures to further mitigate foreign currency risk exposure.

As at March 31, 2017, the Corporation did not have any outstanding foreign currency forward contracts.

Outstanding Shares

As of the date of this MD&A, the Corporation had 100 Class A shares outstanding and 3,017,170 Class B Shares outstanding.

Outstanding Debentures and Interest Debentures

As of the date of this MD&A, the Corporation had Debentures payable outstanding with a principal amount outstanding of $14,696,335, as well as Interest Debentures with a principal value of $3,866,677. The Corporation may in its sole discretion, convert all or any principal amount of, or interest under, the Debentures payable and/or Interest Debentures payable into a variable number of Class B Shares, based on the fair market value per Class B Share on the date of the conversion.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial information in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and equity at the date of the financial statements, and the reported amount of revenues and expenses during the period. The estimates and assumptions that have the most significant effect on the amounts recognized in the Corporation's consolidated Financial Statements are as follows:

Recoverability of Land Development Inventory

In assessing the recoverability of the land development inventory, management is required to make estimates and assumptions regarding the sale price for serviced lots, the costs to service the lots, the timing of lot sales, the completion date for the serviced lots and the Corporation's cost of borrowing. Changes in these estimates and assumptions could cause the amount of the recoverability of land development inventory to differ materially from the carrying amount.

Deferred Tax Asset

In assessing the amount of deferred tax assets to recognize, significant judgment is required in estimating the likelihood, timing and level of future taxable profits. Changes in the timing and level of future taxable profits could cause the amount of the deferred tax assets to be recovered to differ materially from the carrying amount.

Intercompany Loans

Exchange differences arising from intercompany loans that are not considered part of the net investment in the U.S. Subsidiary and are expected to be repaid in the foreseeable future are recognised in the statement of comprehensive income. The Corporation has certain intercompany loans expected to be repaid in the foreseeable future with the exchange differences being recognized in the statement of comprehensive income.

Capitalization of Borrowing Costs

The Corporation capitalizes borrowing costs to qualifying assets by determining if borrowings are general or specific to the Property. The Westphalia development project will be active throughout the period of capitalization and whether it takes a substantial period of time to prepare the Property for its intended use or sale. The Corporation considers a substantial period of time to be a period that is greater than one year.

Recognition of Joint and Several Arrangements

The Corporation has joint and several liability with WWE. The Corporation is required to record its proportion of the obligation in accordance with the agreements. In addition to the Corporation recording its proportionate share of the obligation, the Corporation would be required to recognise an additional provision for WWE's proportion of the obligation if it was determined to be probable that an economic outflow of resources would be required.

Provision for Land Development Costs

In estimating the amount of the provision to be recognized for land development costs, significant judgment is required in estimating the costs required to complete the development of lots for which revenue has been recognized. These estimates are based on initial cost budgets prepared for each phase of development, which are reviewed regularly to determine what adjustments are needed to the provision for land development costs. The provision for land development costs includes, but is not limited to, construction costs, consulting costs, project management fees and financing costs. Changes in these estimates and assumptions could cause the total costs required to satisfy the obligations to differ materially from the amount of this provision.

Revenue Recognition

In assessing when to recognize revenue, significant judgment is required in estimating when the purchaser can commence construction and when collection of sales proceeds are reasonably assured. Changes in the market and the economy or the credit worthiness of the purchaser may impact the amount of deposit required prior to recognizing revenues, which would impact the timing of revenue recognition.

Cost of Sales

In determining the amount of cost of sales to recognize in respect of completed lot sales, significant judgment is required in estimating each lot's proportionate share of land development inventory, as well as any remaining costs to complete the development of the lots sold. Changes in these estimates and assumptions could cause the actual cost of each lot sold to differ from the cost of sales recognized at the time that revenue was recognized.

CURRENT AND FUTURE CHANGES IN ACCOUNTING POLICIES

Current Changes in Accounting Policies

The accounting policies used in the preparation of these Financial Statements are consistent with those which were disclosed in the Corporation's audited Financial Statements for the year ended December 31, 2016.

Future Changes in Accounting Policies

Financial Instruments

IFRS 9: Financial instruments ("**IFRS 9**") (July 2014) replaces earlier versions of IFRS 9 that had not yet been adopted by the Corporation and superseded IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new models for classification and measurement of financial instruments, hedge accounting and impairments of financial assets and is mandatorily effective for periods beginning on or after January 1, 2018. The Corporation continues to review the standard as it is updated and monitor its impact on the Corporation's financial statements

Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers ("**IFRS 15**"), was issued in May 2014 by the IASB and supersedes IAS 18, 'Revenue', IAS 11, 'Construction Contracts' and other interpretive guidance associated with revenue recognition. IFRS 15 provides a single model to determine how and when an entity should recognize revenue, as well as requiring entities to provide more informative, relevant disclosures in respect of its revenue recognition criteria. IFRS 15 is to be applied retrospectively or through the recognition of the cumulative effect to opening retained earnings and is effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Corporation is currently in the process of evaluating the impact that IFRS 15 may have on its consolidated financial statements.

CORPORATE GOVERNANCE

Board of Directors

The mandate of the board of directors of the Corporation is to oversee the management of the business of the Corporation, with a view to maximizing the Corporation's shareholder value, and ensuring corporate conduct in an ethical and legal manner through an appropriate system of corporate governance and internal control processes and procedures.

The Board of Directors currently consists of Jon N. Hagan, William K. Doherty and Michelle Cameron, with Mr. Doherty being the Chairman of the Board of Directors.

Within the meaning of National Instrument 52-110 – Audit Committees ("**NI 52-110**"), Mr. Hagan is independent of management of the Corporation. Mr. Doherty and Ms. Cameron are not independent of management of the Corporation as Mr. Doherty is the Chief Executive Officer of WGI and the Chief Executive Officer of WIGI and Ms. Cameron is the Chief Financial Officer of the Corporation and Vice President, Corporate Reporting of WIGI.

The Board of Directors facilitates its exercise of supervision over management of the Corporation through, among other things, the adoption by the Board of Directors of specific written mandates for the Board, the chair of the Board, the president and chief executive officer, the audit committee of the Board and the chair of the audit committee setting out certain rules of operation for and, responsibilities of, those groups or persons.

The only standing committee of the Board of Directors is the audit committee (the "**Audit Committee**"), which consists of Mr. Hagan, Mr. Doherty and Ms. Cameron.

Personal Profiles

Jon N. Hagan – Mr. Hagan has been the principal of JN Hagan Consulting since December 2000. He provides assistance to major corporations regarding real estate capital markets, and acquisition and disposition transactions covering situations in Canada, the United States of America, Mexico and China.

Mr. Hagan is also a director and chair of the audit committee and a member of the executive committee of the board of directors of First Capital Realty Inc., which is a reporting issuer in Canada. He was formerly the Chair of the board and the Compensation, Nomination, and Governance Committee, and on the Audit Committee of Regal Lifestyle Communities Inc., which was a reporting issuer in Canada from 2012 to 2015. He was formerly a director and chair of the audit committee and a member of the human resources, corporate governance and investment committees of Bentall Kennedy Group from 2001 to 2011. He was a trustee of Sunrise Senior Living Real Estate Investment Trust from 2004 to 2007, and was the chair of the audit committee thereof. He was the Chairman of Teranet Income Fund from 2006 to 2008. He was a director and on the audit committee of the board of directors of The Mills Corporation for the first three months of 2007 to assist in the sale of The Mills Corporation. Mr. Hagan is also on the board of directors and a member of the following reporting issuers within the Walton Group: Walton Ontario Land 1 Corporation, being the general partner of Walton Ontario Land L.P. 1; Walton Edgemont Development Corporation, and Walton Big Lake Development Corporation, being the general partner of Walton Big Lake Development L.P.

Mr. Hagan has held a number of executive finance positions in the real estate industry, beginning with Oxford in the 1970s. His career took him to Cambridge Shopping Centres in 1980, where he eventually became Senior Vice-President, Corporate Group and Chief Financial Officer. He then joined the Empire Company Limited where he was Executive Vice-President, Finance and Corporate Development. From 1996 through 2000, he was Executive Vice President and Chief Financial Officer of Cadillac Fairview Corporation. Mr. Hagan's experience spans corporate strategy, corporate and real estate finance, real estate acquisition and disposition, compensation programs, computer systems, financial reporting, forecasting and budgeting.

Mr. Hagan is a chartered accountant. He holds a BSc in Mechanical Engineering from the University of Saskatchewan and attended the Executive MBA program at the University of Alberta.

William K. Doherty – Mr. Doherty leads the Walton Group of Companies as Chief Executive Officer of WGI, and as an actively-involved director and executive with several Walton Group affiliates.

Mr. Doherty has been central to the Walton Group's strategic direction, and expansion since the early 1990s, when he moved from the Walton Group's original Calgary base to Hong Kong to launch the Walton Group's Asian operations. He successively opened offices in Hong Kong, Singapore, Japan and Malaysia, which evolved into key factors in the Walton Group's growing success in land-based real estate projects.

Upon returning to Canada in the late 1990s, Mr. Doherty led the recruitment of a growing team of knowledgeable professionals and expanded and diversified Walton's land portfolio. During the ensuing decade, in addition to its leading role in the Calgary market, the Walton Group established significant positions in the following strategic growth regions: Alberta, Ontario, Arizona, California, Colorado, Florida, Georgia, Illinois, Maryland, North and South Carolina, Oklahoma, Tennessee, Texas and Virginia.

Mr. Doherty has directed the ongoing expansion of the Walton Group's investment operations, launching USA and European operations and opening offices throughout North America. He is involved in developing the Walton Group's business relationships with leading international investment banks, broker-dealers, financial advisors and institutional investors.

Mr. Doherty oversees the Walton Group's involvement in land-use planning and development having formed WDM, and recruiting experienced development industry leaders to key executive positions and launching major real estate development projects.

Mr. Doherty directs an enterprise that has grown into a leading North American real estate investment and development group. The Walton Group administers assets over $5.5 billion CAD and nearly 105,000 acres of land, with a global presence and serves more than 96,000 investors and clients.

Mr. Doherty is also on the board of directors and a member of the following reporting issuers within the Walton Group: Walton Ontario Land 1 Corporation, being the general partner of Walton Ontario Land L.P. 1; Walton Edgemont Development Corporation, and Walton Big Lake Development Corporation, being the general partner of Walton Big Lake Development L.P.

Michelle Cameron – Mr. Cameron is currently the Chief Financial Officer of the Corporation and Vice President Corporate Reporting of WIGI. Prior to joining Walton, Ms. Cameron was a Senior Manager with PricewaterhouseCoopers ("**PwC**") and was with PwC for over 13 years, primarily in the Audit & Assurance Practice. Ms. Cameron is a member of the Chartered Professional Accountants of Alberta. She holds a Bachelor of Commerce degree from the University of Saskatchewan.

Ms. Cameron is also on the board of directors and a member of the Audit Committee of the following reporting issuers within the Walton Group: Walton Big Lake Development Corporation, being the general partner of Walton Big Lake Development L.P., Walton Edgemont Development Corporation; and Walton Ontario Land 1 Corporation, the general partner of Walton Ontario Land L.P.1..

Compensation

The Corporation has agreed to pay to each of the directors who are "independent" within the meaning of NI 52-110 an annual retainer of $50,000 per year, paid quarterly in advance. This amount was determined by the Corporation and the directors.

The executive officers of the Corporation do not receive any compensation from the Corporation.

Orientation and Continuing Education

New directors will attend a briefing with existing directors on all aspects of the nature and operation of the Corporation's business from the existing directors and the senior management of the Corporation.

Directors will be afforded the opportunity to attend and participate in seminars and continuing education programs and are encouraged to identify their continuing education needs through a variety of means, including discussions with senior management of the Corporation and at meetings of the directors. Outside experts may be retained, as appropriate, to provide directors with ongoing education on specific subject matters.

Nomination of Directors

The original members of the board of directors were appointed by the Class A shareholder of the Corporation. If and when a director resigns, the remaining directors will participate in the identification of a new director with a view to ensuring overall diversity of experience and skill. The new director may be appointed by the remaining directors or by the Class A shareholder of the Corporation.

Assessments

The directors will regularly assess themselves with respect to their effectiveness and contribution.

Audit Committee

The primary function of the Audit Committee is to assist the board of directors in fulfilling their responsibility of oversight and supervision of the Corporation's accounting and financial reporting practices and procedures, the adequacy of internal controls and procedures, and the quality and integrity of its financial statements. In addition, the Audit Committee is responsible for directing the auditors' examination of specific areas, for the selection of the Corporation's independent auditors and for the approval of all non-audit services for which its auditors may be engaged, including the fees for such services.

The Audit Committee currently consists of Jon N. Hagan, William K. Doherty and Michelle Cameron. Each member of the Audit Committee is financially literate, meaning that each has the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the financial statements of the Corporation. Mr. Hagan is "independent" as contemplated by NI 52-110, while Mr. Doherty and Ms. Cameron are not.

Ethical Business Conduct

Directors who have, or may be reasonably perceived to have, a personal interest in a transaction or agreement being contemplated by the Corporation are required to declare such interest at any meeting at which the matter is being considered and, where appropriate, leave the meeting during the discussion and abstain from voting on such matter. The directors encourage and promote a culture of ethical business conduct by expecting each director, as well as the officers of the Corporation, to act in a manner that exemplifies ethical business conduct.

Whistleblower Policy

The Corporation has established a Whistleblower Policy to ensure the integrity of the accounting records and financial statements of the Corporation and its compliance with applicable laws. Under the whistleblower policy, any employee who becomes aware of any questionable accounting, internal accounting controls, auditing matters or potential violations of law are encouraged to contact their immediate supervisor, their immediate supervisor's manager, or the President. Employees also have the option of reporting such matters directly to the chair of the Audit Committee or the chair of the board of directors. Appropriate procedures are then undertaken to ensure that the report is promptly and thoroughly investigated.

RISK FACTORS

Risk the Corporation may not continue as a going concern

Due to the risks and uncertainties associated with obtaining alternative financing and the uncertainty that the lenders, there is significant doubt as to whether the Corporation will be able to continue as a going concern. The Corporation's ability to continue as a going concern is dependent on its ability to successfully obtain alternative financing or extend the current repayment terms and obtain a forbearance agreement If the Corporation is unable to obtain financing, then the Corporation may not be able to continue as a going concern and may file for creditor protection under the CCAA.

Risks of Real Property Ownership and Development

Real estate investments are generally subject to varying degrees of risk depending on the nature of the property. Such risks include the highly competitive nature of the real estate industry, changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as the supply of and demand for office, industrial, retail space or warehousing or residential real estate in the area and thereby the prices at which serviced acreage may be sold), government regulation and changes therein (such as planning, zoning, taxation of property and environmental legislation), changes in governments and the political environment in the applicable jurisdictions, competition from other available properties and the attractiveness of the property to potential purchasers, including builders. In addition, each segment in the real estate development industry is capital intensive and is typically sensitive to interest rates and general economic conditions. The income generated by real estate properties, if any, is dependent upon general economic conditions and, accordingly, the return on investment may be affected by changes in those conditions. There is also no assurance that the Property can be expected to be developed profitably. Economic conditions also may affect the municipalities and their ability and willingness to fund infrastructure projects necessary to support development. The market for real property can be affected adversely by economic factors, which may be regional, national or international in scope.

There is potential for significant variation in soil quality across a development property. Such variation may require significant remedial work including soil removal and fill which increases the costs associated with development.

Although the U.S. real estate market has rebounded somewhat from the recession, the recovery has taken longer than anticipated by many industry experts. The downturn caused increased default rates on sub-prime mortgages in the U.S. and the effect of these increased default rates persist in the debt financing environment for real estate projects in the U.S. As broader U.S. market fundamentals have strengthened, the pace of recovery has oftentimes been inconsistent. This could mean that the development of the Property may not be completed in accordance with the existing plan, on time or on budget, or that the Property may decrease in value. These factors may have a negative impact on the value of the Corporation's interest in the Property, on the length of time the Corporation will be required to hold the Property, on the purchase price of the acreage from the Property when eventually sold and on the value of the Debentures, Interest Debentures and Class B Shares.

The Corporation and the U.S. Subsidiary will be required to make certain expenditures in respect of their activities, including, but not limited to, the payment of property taxes, maintenance costs, insurance costs and related charges, regardless of whether the Property is producing sufficient income to service such expenses. If the Corporation or the U.S. Subsidiary is unable or unwilling to meet such payment obligations, losses could be sustained as a result of the exercise by creditors of rights of foreclosure or sale.

Various factors can affect the timing and profitability of real estate development and construction. While certain plans have been made for development of the Property, there is no assurance that such plans will be met on a timely basis or at all. There is also no assurance that the Property can be developed profitably. The Corporation will be subject to risks inherent in the development of real estate including: (i) construction and other unforeseen delays; (ii) the incurring of construction and development costs in advance of securing sales revenue; (iii) cost overruns; (iv) the inability to secure the appropriate development and other necessary approvals in a timely and cost effective manner; (v) the inability to sell acreage from the Property; and (vi) fluctuations in demand and supply for developed properties.

Occasionally municipalities throughout the U.S. require developers to front-end significant off site infrastructure. The costs associated with such can be significant and may materially impact the financial results of developers.

In general, vertical development of real estate is riskier than horizontal development. This is because, among other things, vertical development is more costly and requires more third party financing, there is a higher risk of loss and liability in the course of vertical development, more third party service providers are required to be engaged for vertical development and vertical development is more susceptible to changes in the economy and industry conditions. While the potential for returns may be higher with vertical development, the risk of loss and the venture being unsuccessful is also higher.

Currency Fluctuations

All of the operations of the U.S. Subsidiary in connection with the development of the Property, including, without limitation, the costs it incurs in connection therewith, the construction loans that it obtains and the related interest expenses, the revenues that it receives from the sales of serviced lots and parcels and the fees that it pays to WDM, will be denominated in U.S. dollars. When the U.S. Subsidiary distributes any amounts to the Corporation for the purpose of funding its costs and paying interest and principal on the Debentures and Interest Debentures and dividends and other distribution on the Class B Shares, those amounts will have to be converted into Canadian dollars at the Canadian/U.S. dollar exchange rate prevailing at those times.

Development and Construction Costs

The Corporation may experience losses due to inflation causing higher prices of labour and cost of materials which costs would typically be passed on to the customer through increased pricing. Any significant increase that the Corporation cannot pass on to the customer may have a negative impact on the Corporation's ability to generate revenue.

Required Loans May Not Be Provided, May Terminate or May Not Be Sufficient

It is anticipated that further construction loans will be required to fund the costs of the development, including vertical development, beyond the Senior Loan and the Mezzanine Loan and the WUSA loan. There can be no guarantee that such construction loans can or will be obtained on similar terms as the Senior Loan, the Mezzanine Loan, German Loan or the WUSA Loan or at all.

The Corporation and the U.S. Subsidiary have the authority to negotiate and obtain other loans or loan facilities for the purposes of carrying out their operations and to grant security against their assets, including the Property, without obtaining the approval of the holders of the Debentures, Interest Debentures and the Class B Shares. The Corporation and the U.S. Subsidiary may exercise this power in a number of circumstances including (i) if they wish to replace any of the current loans for any reason, (ii) if any of the current loans are terminated for any reason, or (iii) when other credit facilities, loans or borrowings are required to be entered into by them to pay for the development of the Property, including development of the Property beyond the current phases in development and vertical development, or to pay for other of their costs. Any such borrowing and the granting of security, which may be from arm's length third parties and/or, subject to compliance with all applicable laws and receipt of all required regulatory approvals (if any), from affiliates of WAM or from affiliates of holders of Debentures and Interest Debentures or Class B Shares, will be on such terms as the Corporation and/or the U.S. Subsidiary determines to be appropriate. In the case of borrowings for vertical development, any security required by lenders may also be placed on portions of the Property on which no vertical development is undertaken. Any such borrowings may be evidenced by promissory notes or other evidences of indebtedness. Such borrowings may include securities offerings by the Corporation and/or the U.S. Subsidiary of indebtedness, such as notes or debentures, which may or may not be secured by their assets, including the Property.

There can be no assurances that the Corporation and/or the U.S. Subsidiary will be able to obtain financing when required, or, if it can obtain such financing, that such financing will be on terms that are reasonable or acceptable. The failure or inability to obtain such financing will have a material negative effect on the ability to develop the Property on a timely basis, or at all.

If any vertical development is carried out on any portion of the Property that is held through a separate entity in which the Corporation or the U.S. Subsidiary owns an interest, the Corporation and/or the U.S. Subsidiary may be required to guarantee the repayment of any financing required to fund such vertical development, which guarantee may be required to be secured by the remainder of the Property which is not being vertically developed.

Regulatory Approvals and Third Party Approvals

Full development of the Property requires zoning, subdivision and other approvals for each phase of the Property, including Phase 1, from local government agencies and other approving authorities that have the jurisdiction over regulatory planning and development approvals in the area around the Property. The process of obtaining such approvals may take many months, and there can be no assurance that the necessary approvals will be obtained or obtained in a manner that is acceptable for the purposes of the proposed development of the Property. There is also a possibility that additional approvals to those described above may be necessary due to new legislation or for other reasons. Holding costs will accrue while regulatory approvals are being sought and delays in obtaining such approvals could render the development of the Property uneconomic. Failure to obtain acceptable approvals in a timely manner could have a significant negative effect on the value of the Property.

In addition, any required easement, cost sharing or other similar agreements with neighbouring land owners required for development of the Property may not be obtained on a timely basis, if at all.

Environmental Matters and Other Concerns

There can be no assurances that environmental contamination will not occur as a result of the development of the Property or any other activity on, or occupation of, the Property or farming, other operations or other occupation on adjacent parcels of land. There can be no assurances that if such environmental contamination does occur that it will not be significant or will not significantly reduce the value of the Property.

Under various environmental laws, ordinances and regulations, the current or previous owners or operators of the Property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in the Property. These costs could be substantial. Such laws could impose liability whether or not the Corporation knew of, or was responsible for, the presence of such hazardous or toxic substances. The presence of hazardous or toxic substances, or the failure to remove or remediate such substances, if any, or restrictions imposed by environmental laws on the manner in which the Property may be operated or developed, could adversely affect the ability to sell acreage from the Property or to borrow using the Property as collateral and also could potentially result in claims against the Corporation and/or the U.S. Subsidiary. Environmental laws provide for sanctions for non-compliance and may be enforced by governmental agencies or, sometimes, by private parties. Environmental laws and common law principles could be used to impose liability for release of, and exposure to, hazardous substances into the air. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances. The cost of defending against claims of liability, of complying with environmental regulatory requirements, of remediating any contaminated property, or of paying personal injury claims, could be substantial. The Corporation and/or the U.S. Subsidiary may be subject to liability for undetected pollution or other environmental hazards against which it cannot insure, or against which it may elect not to insure where premium costs are disproportionate to the Corporation's or WAM's or WDM's perception of relative risk.

Political and Economic Climate

The area around the Property presents social, economic and political conditions that are reasonably stable. However, the applicable levels of government in this area and the U.S. federal government could implement legislation and policies that would have an adverse effect on the value of the Property. Examples of such policies are tax reform, zoning restrictions, land ownership restrictions, transportation policies, development moratoriums, annexation proceedings or other adverse economic and/or monetary policies. In addition, the Washington D.C. economy may not attain levels of growth that it has achieved in the past and projections regarding future growth may not be accurate.

Changes in Legislation and Policies

There can be no assurances that federal, state, county or municipal legislation will not be implemented or policies and frameworks will not be implemented by the applicable municipal bodies or other government regulators having jurisdiction over the Property which places restrictions on the ability to develop the Property or which generally has the effect of significantly reducing the value, or the potential value, of the Property.

Competition

The Corporation competes with other investors, developers, and owners of properties for the sale of desirable real estate properties. Some of the properties of the competitors of the Corporation are newer, better located, better capitalized and/or more developed than the Property. Certain of these competitors have greater financial and other resources and greater operating flexibility than the Corporation. The existence of competing developers and owners could have a material adverse effect on the ability of the Corporation to market the Property, and could adversely affect the profitability of the Corporation. Affiliates of the Corporation, WAM and WDM (including WAM and WDM) administer other properties around Washington D.C. or elsewhere that may be competitive to the Property.

Builder Contract Risk

The success of any development project is to a certain extent dependent upon the ability to attract builders with successful track records in sales and construction. In the event that any of the builders that are contracted with in connection with the Property should cease operating in connection with the Property or not comply with their obligations to the U.S. Subsidiary under the applicable agreements, the financial performance of the Corporation will depend upon WDM's ability to find a replacement builder or builders. There can be no guarantee that WDM will find suitable builders on a timely basis or on terms that are advantageous to the Corporation.

Single Asset

The Corporation was formed solely for the purposes of the acquisition and development, through the U.S. Subsidiary, of all or a portion of the Property. The Property will represent the only significant asset of the U.S. Subsidiary, and the U.S. Subsidiary securities are the only significant asset of the Corporation. As a result, the Corporation's financial performance will be directly tied to the value of the Property.

IRRs from the project may be lower and the timelines for the project may be longer as a result of vertical development

While management is of the view that appropriate vertical development of one or more portions of the Property can increase the overall IRR from the Property to Shareholders than what is currently projected for the Property, there is no guarantee that the IRR from the Property will not be lower from vertical development from what is currently projected. In addition, there is no guarantee that management's current views as to the timing of the completion of the development of the Property and the sale of all of the lands, serviced lots and buildings thereon will not be incorrect and that the time that will be required for the same may not be longer than management's current views.

Agreements with third party developers may need to be negotiated

In the event that any vertical development of the Property is proposed to be undertaken with the assistance of third party vertical developers, the development and management of such vertical developments will be carried out by such third party developers and managers on behalf of the Corporation. In those circumstances, the Corporation will need to negotiate, at that time, specific project management agreements with such third parties for their management services which negotiation will need to include the fees to be paid to them, which could include, among other things, a percentage of the costs of the vertical development and potentially, further performance fees and/or share of the revenues from the sale and/or management of the vertically developed buildings and/or lots. There can be no assurances that the Corporation will be able to negotiate suitable terms with such third party developers that are acceptable to the Corporation. If reasonable terms cannot be reached with such third party developers, the Corporation may not be able to proceed with such vertical development which could lower the potential returns available to the Shareholders.

The Corporation may build buildings for sale to unidentified purchasers

While it is management's current intention to undertake vertical development projects for purchasers who are under contract prior to commencement of construction, the Corporation may undertake vertical development projects to build buildings that are built for sale to unidentified purchasers. There is no guarantee that, if the Corporation does do so, a purchaser will be identified to acquire the buildings upon their completion. It may take a material amount of time for the Corporation to find a purchaser for such buildings or a purchaser may not be found at all. Until such time as a purchaser is found, there will be a need for the maintenance and upkeep of such buildings.

The Corporation may become subject to construction defect and warranty claims

The Corporation may become subject to construction defect and warranty claims arising in the ordinary course of business. These claims are common in the homebuilding industry. Further, the Corporation may become exposed to claims for construction defects, personal injury or property damage caused by subcontractors. In the event there are unforeseen events like the bankruptcy of, or an uninsured or under-insured loss claimed against any general contractor engaged in connection with any vertical development, the Corporation may become responsible for the losses or other obligations of the general contractor. The cost of insuring against construction defect and product liability claims are high, and the amount of coverage offered by insurance companies may be limited. There can be no assurance that this coverage will not be further restricted and become more costly. If any vertical development in which the Corporation participates is unable to obtain adequate insurance against these claims, the Corporation's business and results of operations may be adversely affected.

The Walton Group has limited vertical development experience

The Walton group of companies has not undertaken any significant vertical development and therefore has limited experience in this type of business. As a result, the Walton group of companies may need to rely on third parties in connection with any vertical development. Furthermore, the vertical development business is highly competitive and, if it is decided that vertical development will occur on the Property, the Corporation and any vertical development venture in respect thereof may be competing against industry participants with more vertical development experience.