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**MANAGEMENT'S DISCUSSION & ANALYSIS**

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*This management discussion and analysis ("MD&A") is dated as of April 28, 2016 and should be read in conjunction with the audited consolidated financial statements of the Company for the period ended December 31, 2015 ("Financial Statements"). The Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars.*

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**Forward-Looking Statements**

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All statements, other than statements of historical fact, in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

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**Overview and Description of Business**

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Aydon Income Properties Inc. (the "Company" or "Aydon") was formed by amalgamation on January 22nd, 2015, pursuant to a Plan of Arrangement between Forbairt Development Acquisition Company Ltd. ("Forbairt") and 0941092 B.C. Ltd. ("BC0941092") dated June 25, 2014, pursuant to which Forbairt, amalgamated with Genesis Income Properties Inc. ("Genesis"), a private company incorporated in British Columbia on April 7, 2014, for the purpose of creating a vehicle for investing in income-producing residential properties, initially in the United States of America. Forbairt, formerly a wholly-owned subsidiary of BC0941092, was incorporated in British Columbia on April 29, 2014. The Company's registered office is located at 202 - 5626 Larch Street, Vancouver, BC, V6M 4E1, Canada.

Prior to the amalgamation, the Company's predecessor companies, Forbairt and Genesis, had not commenced commercial operations. Following the amalgamation of Genesis and Forbairt on January 22, 2015 to form Aydon, a total of 20,665,613 common shares were issued at a deemed price of \$0.05 per share to the previous shareholders of the two amalgamating companies. The full details of the transaction were included in the Plan of Arrangement, which was approved by the Supreme Court of British Columbia on August 27<sup>th</sup>, 2014, and a copy of which is filed on SEDAR.

On March 11<sup>th</sup>, 2015, Aydon completed all requirements for a listing on the Canadian Securities Exchange and was called to trade on March 12<sup>th</sup>, 2015.

Aydon is strategically positioned to take advantage of the historic financial crisis and severe downturn in the residential housing market in the United States that has forced banks to foreclose on tens of thousands of homes over the past six years. The effects of the sub-prime lending boom are widely known but, unlike in Canada where the housing markets has been fairly resilient, many areas of the US housing market have been more adversely affected and in some areas such as Metropolitan Detroit, prices dropped in excess of 75%. Mortgage lending also continued to decline as banks tightened their credit underwriting rules. This has resulted in a significantly increased number of families renting homes rather than purchasing. The

percentage of families choosing to rent continues to rise, making the ownership of suitable rental houses an increasingly profitable business. A number of regions now exist across the US where housing prices have dropped to particularly low prices and rental demand has increased significantly. There are many properties available in these locations and they are periodically auctioned and sold to the market by financial and government institutions.

The Company was established for the purpose of investing in income-producing residential properties in the USA and Canada. The Company's business model calls for the financing of the acquisition of rental and development properties through the establishment of Limited Partnerships which will be under the management of General Partners owned and operated by the Company.

Once a track record of success has been established through the Limited Partnerships the Company intends to secure additional financing to carry out its business plan and build up its own portfolio of residential properties, both single and multi-family, in the targeted regions. Longer term earnings growth will be achieved through increased market share and continued expansion through acquisition into other strategic areas of the United States.

The success of the Company is dependent upon certain factors that may be beyond management's control, such as political, currency, and liquidity risk. If the Company is unable to fund its investments or otherwise fails to invest in an active business, its business, financial condition or results of operations could be materially and adversely affected.

For the period from May 1, 2015 to December 31, 2015, the Company incurred a comprehensive loss of \$169,439.

The Company's ability to continue its operations as intended is dependent on its ability to obtain necessary financing and raise sufficient capital to cover potential asset purchases, marketing and other costs of ownership in order to generate sufficient revenue to cover management and other fees payable.

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**Selected Annual Information**


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	For the Period Ended December 31, 2015	For the Year Ended April 30th, 2015	For the Period from incorporation to April 30th, 2014
	\$	\$	\$
Total Revenue	36,993	560	-
Net Loss	170,314	654,634	16,110
Loss per share (basic and diluted)	(0.01)	(0.04)	(53.70)
Total Assets	170,719	171,938	95,910
Total non-current financial liabilities	97,985	-	-

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**Summary of Quarterly Results**


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As the Company was recently formed by way of the Amalgamation on January 22, 2015, the information in this section prior to January 22, 2015 relates to the financial information of Genesis, which was incorporated on April 7, 2014.

	Two months ended 31-Dec-15	Three months ended 31-Oct-15	Three months ended 31-Jul-15	Three months ended 30-Apr-15	Three months ended 31-Jan-15	Three months ended 31-Oct-14	Three months ended 31-Jul-14	Period April 7 to April 29, 2014
	\$	\$	\$	\$	\$	\$	\$	\$
Total Revenue	8,648	28,345	-	-	498	62	-	-
Net Loss	38,636	30,169	101,509	182,501	1,345	357,492	97,186	16,110
Loss per share	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.02)	(0.01)	(53.70)
Total Assets	170,719	83,924	107,630	171,938	121,411	113,972	184,277	95,910

**Results of Operations**

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*Eight Months ended December 31st, 2015*

The Company is a venture corporation in the initial stages of its development and has earned nominal revenues to date.

The Company incurred a net loss of \$170,314 and comprehensive loss of \$169,439 for the eight month period ended December 31st, 2015, compared to a net loss of \$654,634 and comprehensive loss of \$655,703 for the year ended April 30th, 2015. Some of the more significant items comprising the expenses for the eight month period ended December 31, 2015, compared to the year ended April 30th, 2015, were ongoing filing fees related to the cost of maintaining a listing on the CSE of \$24,528 (April 30th, 2015 - \$21,192); management fees of \$175,265 (April 30th, 2015 - \$177,209), and professional fees of \$23,094 (April 30th, 2015 - \$15,699).

The Company does not have any employees; all of its services are carried out by the directors and officers or by consultants retained on an as needed basis.

Significant expenditure in the eight months ended December 31, 2015 was incurred on the legal and technical expertise required for the production of the first Offering Memorandum prepared pursuant to securities laws in British Columbia for the offering of units in the Company's first Limited Partnership.

**Liquidity and Capital Resources**

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As of December 31, 2015, the Company had a cash position of \$9,459, compared to \$167,042 as at April 30, 2015, representing a decrease of approximately \$157,583. As of December 31, 2015, the Company had a working capital deficit of \$6,584, compared to working capital of \$160,904 as at April 30, 2015.

The Company estimates that it will require approximately \$400,000 to fund general and administrative expenses for the next twelve months. The current cash on hand is not sufficient to meet our cash requirements for the next twelve months. As the Company continues with the process of raising funds for the Limited Partnerships, it expects to receive increasing fees for management of the Partnerships. Should these fees not be sufficient to meet ongoing costs we will require additional financing to fund our administrative expenses and for any proposed acquisitions, if applicable. We have historically satisfied our capital needs primarily by issuing equity securities and convertible debentures.

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. The Company will need to raise additional funds through debt or equity financing to pursue its plans and objectives. If additional funds are raised through

the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

The Company has no further funding commitments or arrangements for additional financing at this time and there is no assurance that it will be able to obtain any additional financing on terms acceptable to it, if at all. Any additional funds raised will be used for general and administrative expenses and for the acquisition of a property or properties, as applicable. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise.

The Company's business plan is based on the establishment of Limited Partnerships to own targeted rental properties providing exceptional returns on investment. Aydon controls the General Partner of the Limited Partnership and earns management and financing fees from its provision of services to those partnerships and those fees are used to cover its cost of operations and to ultimately provide a return to shareholders in the future.

The first Limited Partnership has been formed to invest in selected rental properties in Detroit, United States of America, and marketing of units in that partnership is proceeding well. The first subscriptions for units have been received and the purchase of properties has commenced.

A second Limited Partnership is currently being formed to invest in rental properties in several locations in the United States including but not limited to Atlanta, Memphis, Kansas, Orlando and Detroit, and marketing of units in that partnership will be commencing shortly.

#### **Changes in Accounting Policies including Initial Adoption**

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##### ***New standard IFRS 9 "Financial Instruments"***

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The Company has not early adopted this revised standard and is currently assessing the impact that this standard will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

The Company has not early adopted this revised standard and is currently assessing the impact that this standard will have on its consolidated financial statements.

### **Financial Instruments**

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The Company's financial instruments consist of accounts payable; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability for prompt liquidation. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fails to raise sufficient equity and/or debt financing in order to purchase a sufficient number of properties to achieve the critical sized portfolio of assets required to sustain its financing and operational costs. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had cash of \$9,459 and short term receivables of \$46,923 to settle accounts payable of \$49,798 which fall due for payment within twelve months of the financial position date. Management will also consider different alternatives to secure adequate debt or equity financing to meet the Company's short term and long term cash requirements.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. As such, the Company's exposure to currency risk is minimal.

### **Disclosure of Outstanding Share Data**

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The total number of common shares issued and outstanding as at December 31, 2015 was 24,083,081 common shares and as at the date of this MD&A the number was unchanged.

No shares were issued during the quarter ended December 31, 2015.

As at the date of this MD&A there were 3,417,467 warrants outstanding. There were no stock options outstanding.

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**Off-Balance Sheet Arrangements**

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The Corporation does not currently have any off-balance sheet arrangements.

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**Transactions with Related Parties**

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During the period ended December 31, 2015, the Company entered into the following transactions with related parties:

The Company is a venture operation in the initial stages of its operations. As such a significant amount of time and effort was expended in the period under review by management in setting up the legal structures and the finances necessary to enable it to effectively carry out its business plan in the future. Significant time and effort was expended on the set up and structuring of the Company's Limited Partnership financing model and the production of its first Limited Partnership Offering Memorandum as a basis for future financing of operations. All named parties below actively participated in all aspects of those efforts and were paid a monthly retainer fee and, where the board of directors was of the opinion that the time and expertise expended by the director was in excess of a minimum expectation, further fees based on time charges were paid to compensate for that. The fees paid in the period under review were:

- (a) \$60,000 (year to April 30, 2015 - \$49,100) was paid to Vid Wadhvani for his services as Chief Financial Officer and prior to October 26, 2015, as Chief Operating Officer, marketing services and general management of the day to day business, production of marketing materials and the management and construction of the Company's internet website. As at December 31, 2015, the Company owed Vid Wadhvani \$7,500 (April 30, 2015 - \$Nil).
- (b) \$37,500 (year to April 30th, 2015 - \$36,500) was paid to David Jackson for his services as President and CEO, marketing services and general management of the business, investor relations and financing activities. As at December 31, 2015, the Company owed David Jackson \$6,000 (April 30, 2015 - \$Nil).
- (c) \$31,000 (year to April 30th, 2015 - \$43,450) was paid to Allan Goulding for his services as Chief Financial Officer and provision of administrative services, statutory reporting activities and general management of the day to day business and financing activities prior to October 26, 2015. He was, subsequent to that date, paid \$4,459 for accounting services. As at December 31, 2015, the Company owed Allan Goulding \$3,289 (April 30, 2015 - \$Nil).
- (d) \$48,000 (year to April 30th, 2015 - \$55,800) was paid to David Carkeek for his services as Chief Operating Officer (prior to October 26, 2015, Vice President), marketing and investor relations, raising of finance, administrative services and general management of the day to day business of the Company. As at December 31, 2015, the Company owed David Carkeek \$7,500 (April 30, 2015 - \$Nil).

- (e) Mr. Daniel Gouws, a non-executive director received no remuneration in the period under review. (2014 - Nil)

All transactions with related parties occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the period-end balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from the provision of services and fees described.

### **Proposed Transactions**

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During the eight month period under review the company progressed with the establishment of its property investment business in the USA. In particular it registered and set up a Limited Partnership in Canada and one in Detroit, Michigan, USA, wholly owned by the Canadian Limited Partnership. In addition two corporations were registered in Canada and the USA to act as General Partners for the management of the Limited Partnerships.

Considerable time and effort was devoted by Canadian management to the production of an Offering Memorandum for AIP Limited Partnership This will enable the Company to raise the necessary funding for the Limited Partnership to proceed with the acquisition of properties in Detroit. The aim is raise US\$3.4 million to fund the USA Limited Partnership's purchase of properties as detailed below.

In May 2015 Letters of Intent were negotiated and signed with two vendors of properties in Detroit in terms of which the USA Limited Partnership is able to purchase up to 100 renovated and tenanted homes in Detroit giving a favourable return to investors of between 10 and 14 % per annum. The expected total cost of the 100 homes is US\$5 million, and the vendors have undertaken to provide up to 50% mortgage finance.

On April 18, 2016 the Company announced that it will be proceeding with the formation of a new real estate limited partnership structured to acquire income producing residential properties in select areas of the United States such as Atlanta, Detroit, Kansas, Memphis and Orlando. The USA Diversified Real Estate Limited Partnership will raise up to USD\$10 million in LP Units to fund the purchase of approximately 230 fully renovated and currently tenanted single-family residential properties that meet the minimum cash flow and return on investment ("ROI") requirements mandated by Aydon who will also act as the General Partner.

### **Subsequent events**

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Subsequent to the end of the period under review, an additional financing was announced for the offering of up to 1.4 million ordinary shares at an issue price of 11 cents per share for total value of \$154,000 less any applicable commissions payable. The offer had not closed as at date of this report, but significant subscriptions had been received or in process.

### **Additional Information**

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The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. This MD&A should be read in conjunction with other disclosure documents provided by the Company, which can be accessed at [www.sedar.com](http://www.sedar.com).