

BRIDGEMARQ® & DESIGN / BRIDGEMARQ REAL ESTATE SERVICES® and JOHNSTON & DANIEL® are registered trademarks of Residential Income Fund L.P. and are used under licence. ROYAL LEPAGE® is a registered trademark of Royal Bank of Canada and is used under licence. VIA CAPITALE® is a registered trademark of 9120 Real Estate Network L.P. and is used under licence. PROPRIO DIRECT® is a registered trademark of Proprio Direct Inc. and is used under licence. The trademarks REALTOR®, REALTORS® and the REALTOR® logo are controlled by The Canadian Real Estate Association (CREA) and identify real estate professionals who are members of CREA.

#### FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking information and other "forward-looking statements" within the meaning of Canadian provincial securities laws and other forward-looking statements (collectively, "forward-looking statements"), including statements with respect to the Transaction, including the anticipated benefits of the Transaction, the economic and strategic impact of the Transaction, the satisfaction of conditions to closing the Transaction and the timeline thereof. Words such as: "intend", "growth", "continued", "will", "would", "expected", "future", "pro forma", and other expressions that are predictions of or could indicate future events and trends and that do not relate to historical matters identify forward-looking statements.

Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those indicated in the forward-looking statements include, but are not limited to: changes to real estate markets in Canada, the number of residential homes sold in the future in Canada or in any specific province, revenues received by the Company under its franchise agreements or from its agents, the financial success of the Company's brokerages and those brokerages operating under franchise agreements with the Company, the growth and expansion plans of the Company and its competitors, any changes to the operations of the Company for strategic or operating reasons, changes in laws or regulations which could reasonably affect the housing market in Canada and consumer response thereto, a change in general economic conditions (including interest rates, consumer confidence, commodity prices, international trade policies of Canada and other countries, real estate legislation and regulations and other general economic factors or indicators), natural disasters. war or acts of terrorism, the availability of attractive investment opportunities, the average rate of commissions charged on residential and commercial home sale transactions, competition from other real estate brokers or from discount and/or Internet-based real estate alternatives, the closing of existing real estate brokerage offices, other developments in the residential real estate brokerage industry or the Company that reduce the number of REALTORS®1 in the Company's network or revenue from the Company's network, ability to generate sufficient cash flows in the future to pay dividends to holders of restricted voting shares of the Company (the "Restricted Voting Shares") and interest to the holders of Class B limited partnership units of Residential Income Fund L.P. (the "Exchangeable Units"), ability to acquire, renew and/or extend Franchise Agreements, the ability to increase fees, the ability to maintain brand equity through the use of trademarks, the methods used by shareholders or analysts to evaluate the value of the Company and its publicly traded securities, the availability of equity and debt financing, conversion of Exchangeable Units into Restricted Voting Shares, a change in tax law or regulations, and other risks detailed in the Company's annual information form, which is filed with securities commissions and posted on SEDAR+ at www.sedarplus.ca. Forward-looking information is based on various material factors or assumptions, which are based on information currently available to management. Material factors or assumptions that were applied in drawing conclusions or making estimates set out in the forward-looking statements include, but are not limited to: anticipated economic conditions, anticipated impact of government policies, anticipated financial performance, anticipated market conditions, business prospects, the successful execution of the Company's business strategies, regulatory developments and the ability to obtain financing on acceptable terms. The factors underlying current expectations are dynamic and subject to change. Although the forward-looking statements contained in this presentation are based upon what management believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forwardlooking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.



<sup>&</sup>lt;sup>1</sup> REALTORS® is a trademark identifying real estate licensees in Canada who are members of the Canadian Real Estate Association.

#### **NON-GAAP MEASURE**

This document should be read in conjunction with the Company's quarterly and annual financial statements and Managements Discussion and Analysis which are available on SEDAR+ at <a href="https://www.sedarplus.ca">www.sedarplus.ca</a>. This presentation makes reference to EBITDA, Free Cash Flow and Net Revenue which are non-GAAP financial measures and do not have any standardized meaning under IFRS and, accordingly, may not be comparable to similar measures used by other companies. EBITDA is defined as operating income before deducting write-off of intangible assets, depreciation and amortization and interest expense and is a useful supplemental measure of performance as it provides investors an indication of the amount of cash flow generated by the Company before considering financing costs, income taxes and other investment and working capital requirements. Free Cash Flow represents operating income before deducting interest on leases, depreciation and amortization and net impairment and write-off of intangible assets, minus current income tax expense, minus additions to property and equipment and intangible assets, minus repayment of contract transfer obligations, minus lease payments and is a useful supplemental measure of performance as it provides investors an indication of the amount of cash flow generated by the Company that are available for distribution to shareholders and holders of Exchangeable units subject to investment considerations and working capital requirements. Net Revenue is defined as total revenues minus commission expense minus cost of other revenues. The Company uses Net Revenue as a measure of performance as it provides investors with an indication of the amount of revenue generated by the Company that is available to pay operating expenses, interest, leases and to fund other investment opportunities and working capital requirements

#### OTHER MATTERS

Capitalized terms not otherwise defined above have the meaning given to them in this presentation. All amounts in the presentation are denoted in Canadian dollars. This presentation does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company.





# AT A GLANCE...

\$350.7MM YTD Gross Revenue<sup>1</sup>

\$28.7MM YTD FBITDA1

20,974 REALTORS® in the Company Network<sup>1</sup>

~76% Franchise fees that are fixed in nature<sup>2</sup>

~30% Canadian home resales participated<sup>2</sup>

\$2.9MM Transactional dollar generated per REALTOR®2 **Consumer-facing** Websites High-traffic avenues for effective lead generation

**Market-leading** 

**Brands** 

Across all segments

**ROYAL LEPAGE®** 

Proprio Direct

IOHNSTON DANIEL



**Spencer Enright** Chief Executive Officer

Mr. Enright was appointed as CEO of Bridgemarq in April, 2024, prior to which he was Chair of the Board since 2014. He has been responsible for overseeing the growth in both franchise and brokerage operations



Glen McMillan Chief Financial Officer

Mr. McMillan joined Bridgemarg from Brookfield Asset Management, where he was a Senior Vice President. He has worked in executive finance roles for 25 years, including CFO for Fraser Papers, Inc.

Our PURPOSE: Helping Canadians with the home of their dreams Our ADVANTAGE: Engaging with Realtors and Consumers in their preferred manner

<sup>&</sup>lt;sup>1</sup> 2024 includes three quarters of the results of the Brokerage Operations

<sup>&</sup>lt;sup>2</sup> Franchise Operations for 2024

# LEADING CAPABILITIES ACROSS THREE KEY BUSINESS LINES

Alongside anchor brand Royal LePage, Bridgemarq owns multiple luxury and consumer-centric brands in Canada through three main operation pillars, servicing the full spectrum of customers



#### **National Franchise Operations**

The Company's franchise operations provide information and services to REALTORS® and real estate brokerages in Canada through a portfolio of highly regarded real estate services brands, generating revenue primarily from franchise fees.

REALTOR® Count	Locations
20,283	684





# 2

#### **National Brokerage Operations**

The Company's brokerage operations generate real estate sales commission income from home buyers and sellers at its Company-owned real estate brokerages operating under its owned brands in Ontario, BC and Quebec.

<b>REALTOR® Count</b>	Locations
2,015	35









#### 3

#### **Innovative Alternative Model**

Established in 1987, Proprio Direct operates one of the largest real estate brokerages in Quebec from a single office located in Greater Montreal, offering a digital-enabled, consumer-centric brokerage platform.

REALTOR® Count	Location
691	1



Leading capabilities across three key business lines with strong prospects



## 1 NATIONAL FRANCHISE OPERATIONS

Industry-leading real estate brokerage franchise networks with over 20,000 REALTORS®

#### **Segment Overview**

\$48.6MM<sup>1</sup>

YTD Net Revenue

~53% YTD EBITDA Margin

20,283

Number of REALTORS® Incl. ~2.015 REALTORS® also in **Brokerage Operations** 

96%

\$25.6MM

YTD EBITDA

Last 5-Year Renewal Rate

~76%2

Franchise Fees that are Fixed in Nature





- Canada's leading provider of services to real estate brokerages since 1913
- More than 19,000 real estate professionals in 640+ locations across Canada
- Bespoke Quebec-centric full-service franchise agency solution tailored specifically to Quebec's real estate market, brokers and consumers
- More than 900 sales representatives in 35 locations in the province

<sup>1</sup> Excludes intercompany eliminations

<sup>2</sup> As of FY2024

#### **Business Model**



#### **Franchisor**

**Fixed Fee** Monthly Fee Per **REALTOR®** 

Variable Fee As a % of Gross

#### **Franchisee**

Commission Income Sharing

Commission Income Sharing

**REALTORS®** 







Franchise revenues are derived from fixed fees based on REALTOR® count as well as transaction-based variable fees



# 2 NATIONAL BROKERAGE OPERATIONS

Comprised of 5 distinct brands operating in Toronto, Vancouver, and throughout the province of Quebec, the Bridgemarg corporate brokerage is one of the largest in the country with approximately 2,700 agents

#### **Segment Overview**

\$22.0MM

YTD Net Revenue Including Proprio Direct

2,015

Number of REALTORS® **Excluding Proprio Direct** 

\$5.5MM

YTD EBITDA Including Proprio Direct

35

**Operating Locations Excluding Proprio Direct**  \$11.7Bn

YTD Total Transaction Value **Excluding Proprio Direct** 

9,600

YTD Transactions **Excluding Proprio Direct** 

In addition to...









- · Leading residential real estate boutique firm since 1950
- ~175 real estate professionals in Southern ON selling distinct homes
- · Offers an excellent selection of sophisticated Golf, Mountain and Waterfront properties and developments throughout the Mont-Tremblant region

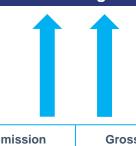








**Brokerage** 



**Gross Commission** Income

**Gross Commission** Income







Brokerage revenues are primarily derived from transaction-based gross commission income earned by REALTORS®



# **3** INNOVATIVE ALTERNATIVE MODELS

At Proprio Direct, we're not just a brokerage; we're a community of forward-thinking professionals committed to innovation and excellence

#### **Segment Overview**

35

Years of Experience Serving entire province of QC ~691

Number of REALTORS®

1

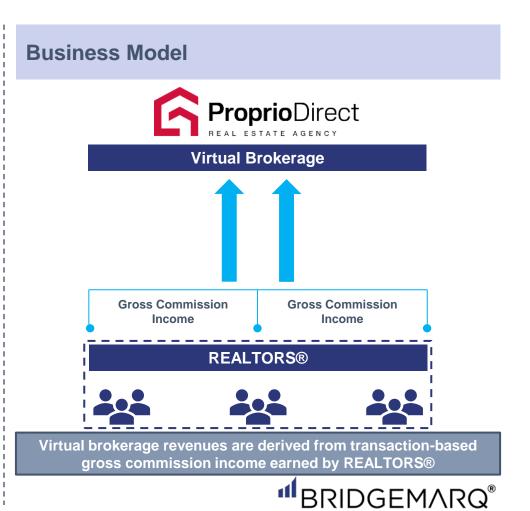
Location in Laval, QC Virtual brokerage model

9,600 YTD Transactions \$3.3Bn

YTD Total Transaction Value



- One of the largest real estate brokerages in Quebec (based on REALTOR® count) from a single office located in the Greater Montreal Area
- With approximately 700 real estate professionals distributed across
  the province, this unique, consumer-centric brokerage platform
  combines interactive and informative online education and planning
  tools and the support and experience of a REALTOR® with the
  flexibility for home sellers to source buyers for their property directly





# \* KEY INVESTMENT HIGHLIGHTS





# LEADER IN AN ATTRACTIVE AND GROWING MARKET

- 1a A Large and Growing Market
- 1b Industry Leading Scale and Productivity

# The Canadian real estate market has historically exhibited strong performance, growth and resiliency

#### **Growth in Canadian Real Estate**



Source: CREA

6.1% CAGR

Represents Canadian resale volume growth over the last 20 years, despite the recent contraction of 30% between 2021 and 2024.

GTA leads with 23% of Volume Followed by QC and GVA with 13% and 10%, respectively. Bridgemarq has strong presence in all of the key regions nationally.

#### **Considerations Going into 2025**



Source: Bank of Canada

2.25% by 2025

Bank of Canada is expected to lower its target overnight rate to 2.25% by 2025<sup>2</sup>, providing support for recovery in demand.

100% Canadian Exposure

Canadian market was much more resilient during the 2008 financial crisis compared to the U.S. market.



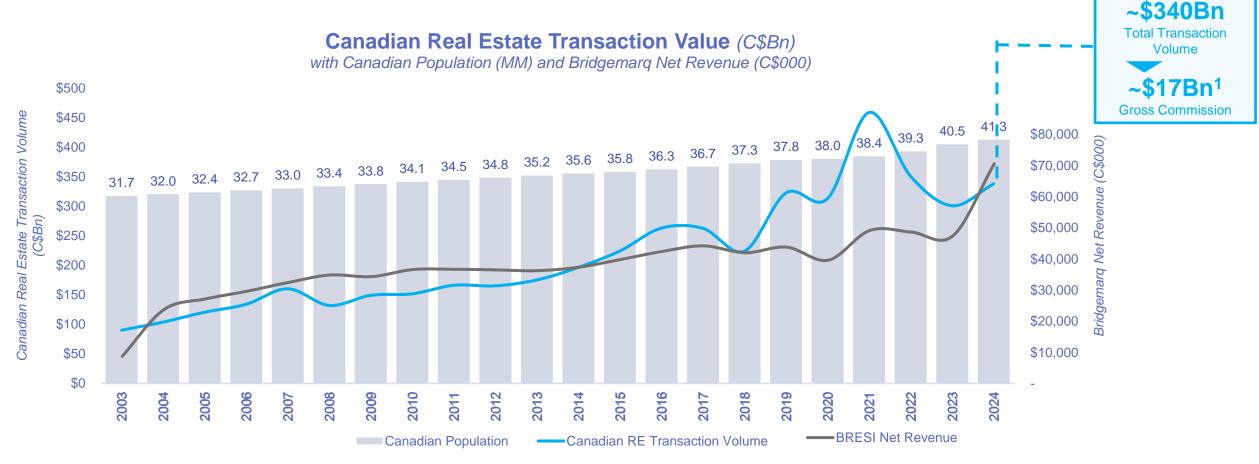
<sup>&</sup>lt;sup>1</sup> As of the Bank of Canada's latest policy rate reduction on March 12, 2025

<sup>&</sup>lt;sup>2</sup> Source: CIBC economics forecast update February 2025

# **1**a

# 1a TOTAL CANADIAN REAL ESTATE TRANSACTION VALUE

The Canadian real estate brokerage market is estimated to be ~\$17 billion today and is expected to continue to show solid fundamentals



Source: Bloomberg, Statistics Canada



<sup>&</sup>lt;sup>1</sup> Based on an assumed average gross commission rate of 5%

# 1 INDUSTRY LEADING SCALE AND PRODUCTIVITY

Bridgemarq represents the largest franchise network with corporately owned brokerage operations. The average Bridgemarq agent is almost twice as productive as the average agent in the country.

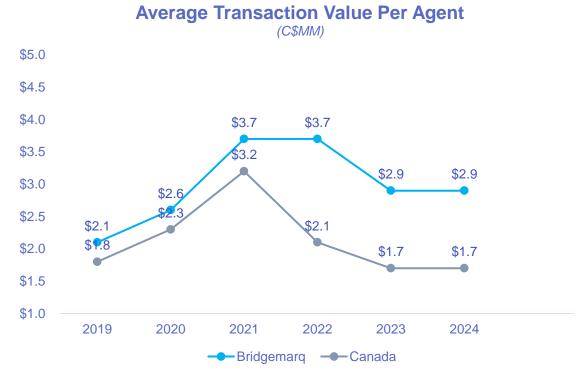
# Bridgemarq Continues to Grow its Presence in the Key Regions Across Canada...







# ...While Enabling its Agents to Maintain Industry-leading Productivity

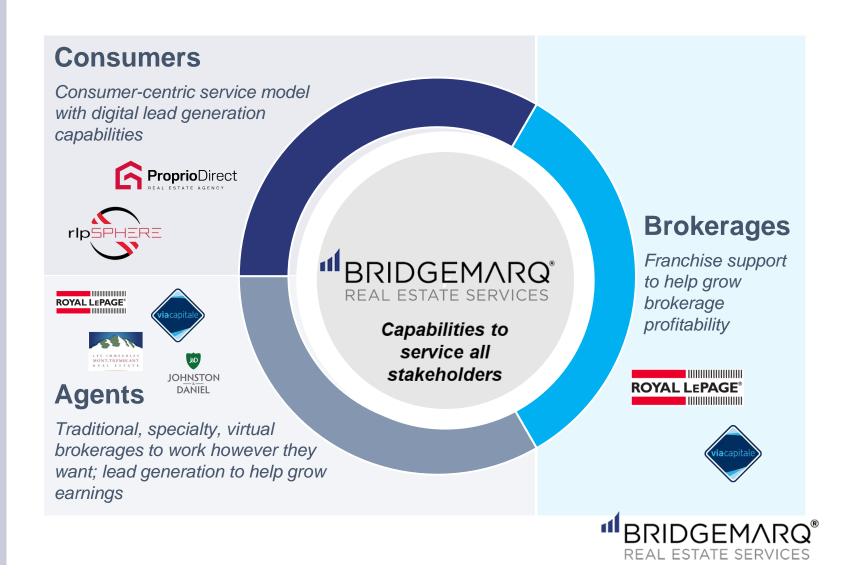




# 2 FULL **SPECTRUM OF SUPPORT AND GTM MODELS TO MEET AGENT** AND HOME **BUYERS**' DEMAND

Multi-faceted Platform for Brokerages & Agents

Bridgemarq's unique suite of solutions allows us to engage all stakeholders in their preferred manner



# 2a

# 2a MULTI-FACETED PLATFORM FOR BROKERAGES & AGENTS

Comprehensive support for our brokerages and agents to succeed in the Canadian real estate market

#### **Brand & Marketing Innovative Technology** Public relations · Digital lead generation capabilities · National brand and social media campaigns • rlpSPHERE: CRM + Marketing, recruiting Social media leadership functionality ClientClick brokerage websites Strong national and local awareness rlpSPHERE CRM App **Benefits of Affiliation Training** · Sales and marketing workshops Preferred suppliers Bridgemarq provides both Proprietary and industry designations Best practices sharing and peer brokerages and agents with Best-in-class coaching programs discussion groups RRI Certified Leader mentor certification the toolkit for success Networking events Buffini & Company mentor certification Teams training, support and resources **Leads & Referrals Culture & Leadership** Largest national referral network Industry leadership Smart Leads lead management Strong local management Recruiting lead generation and assessment tool Dedicated community leaders International referrals Royal LePage Shelter Foundation

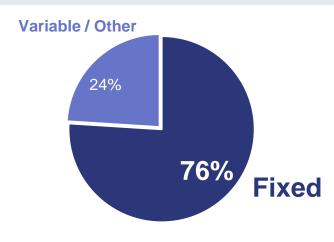


# RESILIENT CASH FLOW PROFILE UNDERPINNED BY STABLE FRANCHISE OPERATIONS

# 3a Long-term Value Creation for Shareholders

# Stable Cash Flows Underpinned by Fixed Franchise Fees and High Contract Renewals

#### **Stable Franchise Operations**



- As of 2024, ~76% of Bridgemarq's franchise fee revenues were fixed in nature (i.e., including capped variable fees)
- Royal LePage agents represent 94% of the Franchise Network and are under long-term agreements

Fixed Fee Structure

REALTORS® under Royal LePage pay a fixed monthly fee per REALTOR®, mitigating transaction volume risk

Stable Renewals

Royal LePage Franchise
Agreements are for 10 to 20-year
terms; Bridgemarq historically
achieved a 96% renewal rate

Capturing Market Upside

Royal LePage REALTORS® also pay ~1% of gross commission income up to a cap, enabling Bridgemarq to capture market upside

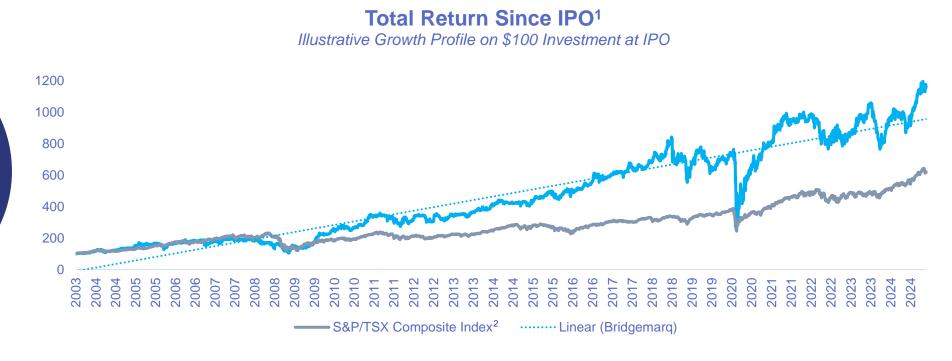




# 3a ...ENABLING LONG-TERM SHAREHOLDER VALUE CREATION

Track record of consistent, long-term shareholder value creation through stable dividends and capital appreciation





#### Annualized returns of ~12% since IPO



<sup>&</sup>lt;sup>1</sup> Includes returns on dividends received over the holding period.

<sup>&</sup>lt;sup>2</sup> Float-adjusted market cap weighted index of the top ~220 publicly traded companies in Canada.

# MULTIPLE ORGANIC & INORGANIC GROWTH LEVERS

#### Significant opportunities for continued growth

Organic & Expansion	M&A	Virtual Brokerage & Lead Generation
Agent Growth Through Individual Efforts of Various Franchisees	Tactical M&A with Brokerage Roll-ins	Expansion of Virtual Brokerage Model Beyond Quebec
Competitor Re-flags to One of Our Franchise Brands		
Recruiting and Business Services Focused on Teams	Corporate Acquisition or Through Franchisees	Website Monetization and Lead Generation
National Programs and Incentives to Augment Franchisee Efforts	Opportunistic Value Accretive Acquisitions	Referral Partnerships with Complementary Businesses
	ad .	BRIDGEMARQ®

# MANAGEMENT TEAM WITH EXTENSIVE INDUSTRY KNOWLEDGE



Spencer Enright, CEO

- Appointed CEO in April, 2024, brings 15+ years of experience in real estate
- Chair of the board from 2014 to 2024



Phil Soper, President

 22+ years at Bridgemarq in senior leadership roles; oversaw the restructuring of Royal LePage into a publicly traded firm in 2003



Glen McMillan, CFO

 Joined from Brookfield Asset Management in May 2015, brings 25+ years of experience in executive finance roles



Philippe Lecoq, EVP, Brokerages
President, Proprio Direct

 Joined in March 2020 with 12+ years of CEO experience



Paul Zappala, Chief Legal Officer

 18+ years of General Counsel experience spanning financial services, insurance, and real estate



Alexandra Gelinas,
President, Via Capitale

 Appointed President in 2023 after 7+ years in various senior roles at Via Capitale



Aideen Kennedy,

SVP, HR

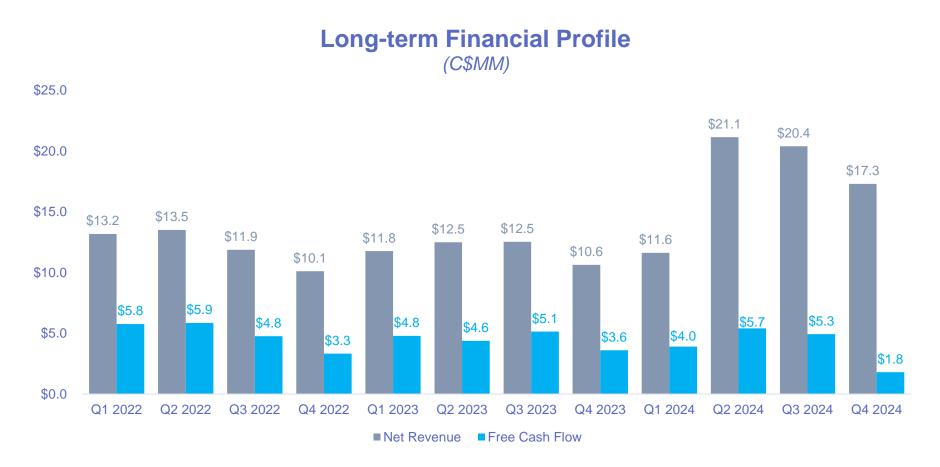
 18+ years in senior HR roles, most recently at the Franchise and Brokerage operations





# RESILIENT CASH FLOW PROFILE

Stable cash flow profile provides a solid foundation for Bridgemarq to maintain current distributions while pursuing future growth opportunities



- Franchise Operations provides stable and resilient cash flows
- Starting Q2 2024,
   Bridgemarq's results include the acquired
   Brokerage Operations, allowing further capture of the upside in the Canadian real estate market
- Q4 2024 negatively impacted by higher interest expense and capex and leases of the brokerage offices



# \* HEALTHY FINANCIAL POSITION

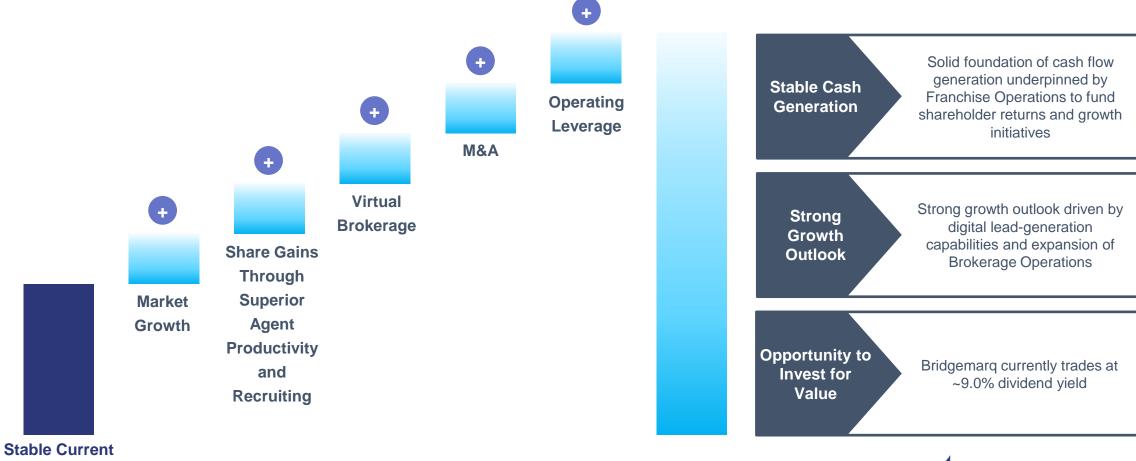
#### Balance sheet and liquidity remain strong

C\$MM, unless otherwise noted	As of Q4 2024
	<b>*</b> 4 <b>-</b> 2 <b>-</b> 2
Share Price (September 30, 2024)	\$15.03
Fully Diluted Shares Outstanding (MM)	15.7
Market Capitalization	\$236
Debt (Excluding Lease Liabilities)	\$67
Cash and Cash Equivalents	(\$9)
Net Debt	\$58
Debt / EBITDA	2.3x
Net Debt / EBITDA	2.0x
Liquidity	\$40



#### OPPORTUNITY TO INVEST IN A STABLE AND GROWING PLATFORM FOR VALUE

Bridgemarq is well-positioned to capitalize on significant growth tailwinds, with current share price presenting an attractive entry point





**Earnings** 



Bridgemarq is UNIQUELY POSITIONED to lead and grow in Real Estate Services, delivering on the promise of superior, reliable and stable Shareholder returns.



# RECENT FINANCIAL PERFORMANCE CAD \$000's

	Three months ended December 31, 2024		nths ended er 31, 2023	Twelve mor December		Twelve months ended December 31, 2023		
Segment Revenue								
Brokerage Operations	\$	90,438	\$ -	\$	300,012	\$	-	
Franchise Operations		12,057	10,825		53,745		48,454	
Eliminations		(997)	-		(3,087)		-	
Total Revenue	\$	101,498	\$ 10,825	\$	350,670	\$	48,454	
Segment EBITDA								
Brokerage Operations	\$	1,047	\$ -	\$	5,523	\$	-	
Franchise Operations		5,081	5,149		25,640		25,379	
Unallocated EBITDA		(957)	-		(2,482)		-	
Total EBITDA	\$	5,171	\$ 5,149	\$	28,681	\$	25,379	





### **EBITDA** Reconciled to Operating Income

The Company evaluates the results of its operating segments using EBITDA, among other measures. EBITDA is defined as operating income before deducting interest on debt, interest on lease obligation, impairment and write-off of intangible assets, and depreciation and amortization. The Company uses EBITDA to evaluate its segment operating results because it believes that it is a useful supplemental measure of performance as it provides an indication of the amount of cash earnings generated by those segments which is available to the Company to meet its investing, financing and other operating cash requirements. The Company's determination and presentation of EBITDA may not be comparable to similar measures used by other companies.

Unaudited in \$000's	Three months ended December 31, 2024 December 31, 2023			Twelve months ended December 31, 2024		Twelve months ended December 31, 2023		
Operating Income	\$	(691)	\$	2,703	\$	8,475	\$	15,317
Add: Interest on debt		1,056		738		4,646		2,967
Interest on lease obligation		302		-		936		-
Impairment and write-off and of intangible assets		854		-		2,629		201
Depreciation and amortization		3,650		1,708		11,995		6,894
EBITDA	\$	5,171	\$	5,149	\$	28,681	\$	25,379

The table above reconciles operating income as presented in the consolidated statement of net and comprehensive earnings (loss) to EBITDA used by management to evaluate the business segments of the Company.





### Free Cash Flow Reconciled to Cash Flow from Operating Activities

Free Cash Flow represents operating income before deducting interest on leases, depreciation and amortization and net impairment and write-off of intangible assets, minus current income tax expense, minus additions to property and equipment and intangible assets, minus repayment of contract transfer obligations, minus lease payments. The Company believes that Free Cash Flow is a useful supplemental measure of performance as it provides investors with an indication of the amount of cash flow generated by the Company which is available to holders of Restricted Voting Shares and Exchangeable Unitholders, subject to working capital and other investment requirements and principal debt repayments, if any.

Unaudited in \$000's	Three months ended December 31, 2024	Three months ended December 31, 2023	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Cash flow from operating activities Add (deduct):	\$ 1,803	\$ 2,272	\$ 17,099	\$ 13,667
Interest on Exchangeable Units	2,726	1,452	9,628	5,806
Interest on Lease Obligation	303	-	936	-
Current income tax expense	(592)	(642)	(2,907)	(3,396)
Income taxes paid	507	800	2,909	3,500
Changes in non-cash working capital	(1,028)	(329)	(4,284)	(289)
Interest expense	(4,083)	(2,298)	(15,210)	(9,143)
Interest paid	3,758	2,634	13,447	9,406
Interest income	378	113	1,526	404
Interest received	(378)	(113)	(1,526)	(404)
Lease payments	(1,105)	-	(3,276)	-
Additions to property and equipment and intangible assets	463	(116)	(1,528)	(873)
Repayment of contract transfer obligation	(5)	(155)	(4)	(604)
Free Cash Flow	\$ 1,821	\$ 3,617	\$ 16,810	\$ 18,074

The table above presents reconciliations of cash flow from operating activities, as presented in the consolidated statements of cash flows, to Free Cash Flow for the Quarter and the twelve-month period ending December 31, 2024. Free Cash Flow is a measure used by the Company to assess the resources available to the Company for distribution to holders of Restricted Voting Shares and holders of Exchangeable Units subject to other uses for cash.





## NET REVENUE RECONCILED TO TOTAL REVENUES

#### CAD \$000's

Net Revenue is defined as total revenues minus commission expense minus cost of other revenues. The Company uses Net Revenue as a measure of performance as it provides investors with an indication of the amount of revenue generated by the Company after deducting the expenses directly associated with generating those revenues. Net Revenue represents the amount of revenue retained by the Company that is available to pay operating expenses, interest, leases and to fund other investment opportunities and working capital requirements The Company's determination and presentation of Net Revenue may not be comparable to similar measures used by other companies.

Unaudited in \$000's	Three months ended December 31, 2024				onths ended ber 31, 2024		
Total Revenues	\$	101,468	\$	10,825	\$ 350,640	\$	48,454
Less: Commission expense		(83,411)		-	(274,907)		-
Cost of other revenue		(714)		(194)	(5,150)		(1,031)
Net Revenue	\$	17,343	\$	10,631	\$ 70,583	\$	47,423

The table above reconciles total revenues as presented in the consolidated statement of net and comprehensive earnings (loss) to Net Revenue used by management to evaluate the operating results of the Company.



