CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

GLACIER MEDIA INC.

Three months ended March 31, 2022 and 2021

(Unaudited)

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FIRST QUARTER 2022 MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

FORWARD-LOOKING STATEMENTS

In this MD&A, Glacier Media Inc. and its subsidiaries are referred to collectively as "Glacier", "us", "our", "we" or the "Company" unless the context requires otherwise.

The report is dated May 12, 2022 and includes information up to this date.

Glacier Media Inc.'s Interim Report, including this MD&A contains forward-looking statements that relate to, among other things, our objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates and can generally be identified by the use of statements that include phrases such as "believe", "expected", "anticipate", "intend", "plan", "likely", "will", "may", "could", "should", "would", "suspect", "outlook", "estimate", "forecast", "objective", "continue" (or the negative thereof) or similar words or phrases. These forward-looking statements include, among other things, statements relating to our expectations regarding revenues, expenses, cash flows, future profitability and the effect of our strategic initiatives, including our expectations to grow certain operations, to invest in key strategic development areas, to generate sufficient cash flow from operations to meet anticipated working capital, capital expenditures, and debt service requirements, that future cash flow from operations and the availability under existing banking arrangements are believed to be adequate to support financial liabilities, our belief that the Company is in a strong financial position with which to 1) operate at the lower levels of revenue and profitability currently being experienced in certain markets, 2) have the financial capacity to handle restructuring costs required and other cash obligations, and 3) withstand further economic uncertainty, additional waves of the pandemic and any related impact on revenues and cash flow; our expectation that the Company can generate future profits operating at lower levels of revenue from its digital media, data and information operations; and that the Company expects to be successful in its objection with CRA. These forward-looking statements are based on certain assumptions, including continued economic growth and recovery and the realization of cost savings in a timely manner and in the expected amounts, which are subject to risks, uncertainties and other factors which may cause results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, and undue reliance should not be placed on such statements.

Important factors that could cause actual results to differ materially from these expectations include the continued impact of the COVID-19 pandemic, failure to implement or achieve the intended results from our strategic initiatives, the failure to reduce debt and the other risk factors listed in our Annual Information Form under the heading "Risk Factors" and in our Annual MD&A under the heading "Business Environment and Risks", many of which are out of our control. These other risk factors include, but are not limited to, the ability of the Company to sell advertising and subscriptions related to its publications, foreign exchange rate fluctuations, the seasonal and cyclical nature of the agricultural and energy sectors, discontinuation of government programs, general market conditions in both Canada and the United States, changes in the prices of purchased supplies including newsprint, the effects of competition in the Company's markets, dependence on key personnel, integration of newly acquired businesses, technological changes, tax risk, financing risk, debt service risk and cybersecurity risk.

The forward-looking statements made in the Company's Annual Report, including this MD&A, relate only to events or information as of the date on which the statements are made. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

The Interim Report, this MD&A and the documents to which we refer herein should be read completely and with the understanding that our actual future results may be materially different from what we expect.

BASIS OF DISCUSSION AND ANALYSIS

The following management discussion and analysis of the financial condition and results of operations of the Company and other information is dated as at May 12, 2022 and should be read in conjunction with the Company's condensed interim consolidated financial statements and notes thereto as at and for the period ended March 31, 2022. The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements include only significant events and transactions affecting the Company during the current fiscal period and do not include all disclosures normally provided in the Company's annual consolidated financial statements. As a result, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the period ended December 31, 2021 and related MD&A which can be obtained on the Company's website: www.glaciermedia.ca and on the System for Electronic Document Analysis and Retrieval ("SEDAR"). Interim results are not necessarily indicative of the results expected for the fiscal year.

NON-IFRS MEASURES

Earnings before interest, taxes, depreciation and amortization ("EBITDA"), EBITDA margin and EBITDA per share, are not generally accepted measures of financial performance under IFRS. In addition, certain results in this MD&A have been presented on a basis that includes the Company's share of revenue and expenses from its joint venture and associate operations, which reflects the basis on which management makes its operating decisions and performance evaluation. These measures including joint ventures and associates are also not generally accepted measures of financial performance under IFRS. Management utilizes these financial performance measures to assess profitability and return on equity in its decision making. In addition, the Company, its lenders and its investors use EBITDA and resulting including joint ventures and associates to measure performance and value for various purposes. Investors are cautioned; however, that EBITDA should not be construed as an alternative to net income (loss) attributable to common shareholders determined in accordance with IFRS as an indicator of the Company's performance.

The Company's method of calculating these financial performance measures may differ from other companies and, accordingly, they may not be comparable to measures used by other companies. A quantitative reconciliation of these non-IFRS measures is included in the section entitled EBITDA Reconciliation with Per Share Amounts.

All financial references are in millions of Canadian dollars unless otherwise noted.

OVERVIEW OF THE BUSINESS

Glacier operates as an information and marketing solutions company pursuing growth in sectors where the provision of information and related services provides high customer value. The Company's "go to market" strategy is being pursued through two operational areas:

1. Data, analytics and intelligence; and
2. Content and marketing solutions

The data, analytics and intelligence products provide essential information, analysis and context that customers need for decision making, marketing needs, business opportunity identification and other purposes.

The Company has focused on a select group of industries that offer large addressable markets, growth opportunities and the ability to leverage its brands.

The content and marketing solutions products and offerings are being evolved and developed to address the changing needs of media - including both audience demand for content and client demand for marketing solutions.

Through its brands and operations, Glacier serves its clients and information users in three segments: Environmental and Property Information, Commodity Information and Community Media.

ENVIRONMENTAL AND PROPERTY INFORMATION

ERIS (Environmental Risk Information Services) provides environmental risk data and related products for commercial real estate properties across North America. This information is used by environmental consultants, CRE brokers, financial institutions and insurance companies to identify and assess environmental risks around commercial real estate transactions. ERIS is the #1 provider of CRE environmental data in the Canadian market and is #2 in the United States.

STP ComplianceEHS produces digital audit guides and compliance tools for use in environmental health and safety audits. Multi-national companies license STP's content for use throughout the United States and across more than forty countries worldwide.

REW is the leading residential real estate listings and property information marketplace in British Columbia and is expanding in Ontario and other parts of Canada. REW is now #1 in traffic and audience in B.C., after surpassing realtor.ca. The REW marketplace provides consumers with key real estate information and insights (e.g. school catchment areas, assessed values, past sales prices) in order to make better informed decisions about their home. Agents, new home developers and third-party providers (e.g. mortgage brokers, home insurance companies) use a variety of REW advertising, lead generation and subscription products to market their offerings to home buyers and sellers.

COMMODITY INFORMATION

Glacier FarmMedia ("GFM") is Canada's leading provider of agricultural information. GFM serves the Canadian grower and agricultural industry with digital media, listings, publications, exhibitions and weather and commodities marketing subscriptions. Well-known brands operated by GFM include the Western Producer, Alberta Farmer Express, Manitoba Co-Operator, Country Guide, Farmtario, Canada's Outdoor Farm Show ("COFS"), Ag In Motion ("AIM"), AgDealer, Global Auction Guide, MarketsFarm, METOS Canada and Weather Innovations.

Following the sale of the JWN energy information assets in March 2021, the Glacier Resource Innovation Group ("RIG") now exclusively serves the mining industry, associated suppliers and the financial industry with a wide variety of intelligence offerings. With significant operations in Vancouver and Toronto, RIG produces databases, conferences, digital media and e-learning programs for the mining sector. Key brands include the Northern Miner, the Canadian Mining Journal, CostMine, edumine, Mining.com and the Global Mining Symposium.

COMMUNITY MEDIA

DIGITAL MEDIA

Glacier Media Digital ("GMD") operations include local news, general community information and classifieds websites; digital marketing services; and specialty products and services. GMD brands include: Castanet Media, Vancouver Is Awesome, a partial interest in Village Media, Eastward Media (targeting the Asian market) and many others.

The Company's strategy is to build a standalone digital local media business with leading market positions in British Columbia and other Western Canadian markets. Glacier Media now has sufficient traffic, revenue and profit with

Vancouver Is Awesome and its local websites and digital marketing services in the Lower Mainland to operate on a standalone basis.

Castanet is a digital only media business that has operated since 2000 and is the leading source of news and information in the Okanagan region of B.C. (Kelowna, Kamloops, Penticton and Vernon), with more than 49 million monthly page views.

Village Media is a digital only news and information business that operates sixteen of its own local websites in Ontario and operates websites for other media companies. It generates 78 million monthly page views across its network, and also licenses its own proprietary community website platform software.

Combined, Glacier's digital operations and network (the Local News Network), including network partners, now reaches over 36 million monthly unique visitors with over 254 million monthly page views. Local News Network is now one of the largest digital news networks in Canada as measured by page views.

The Company is expanding its offerings of digital products and marketing services to 1) attract more local audience and provide the content its readers desire and 2) fulfill its clients' marketing needs, which are becoming more comprehensive and complex. The Company is continuing to publish newspapers as they still provide value to readers and advertisers, content and sales resources that can be shared with its digital products, and cash flow. The sharing of these resources and the cash flow generated are assisting with the transformation to local digital media operations.

COMMUNITY MEDIA NEWSPAPER GROUP

The Community Media newspaper group operations reach over 2 million readers in print in over 60 local markets in B.C., Alberta, Saskatchewan, and Manitoba. The group also owns partial interests in the U.S. Its brands include the Victoria Times-Colonist, North Shore News, Tri-Cities News, Burnaby Now, Richmond News, Prince George Citizen, St. Albert Gazette, Estevan Mercury, Yorkton This Week and many others.

Additional information on Glacier's operations is included in the Company's Annual Information Form as filed on SEDAR (www.sedar.com).

Q1 2022 OPERATING PERFORMANCE

The following results are presented to include the Company's proportionate share of its joint venture and associate operations; this is the basis on which management bases its operating decisions and performance[(1)]. These reported results have been reconciled to the IFRS results below.

	Revenue		EBITDA	
	Three months ended March 31,			
(thousands of dollars)	2022	2021	2022	2021
	$	$	$	$
Environmental and Property Information	12,104	9,182	862	389
Commodity Information	10,685	12,260	1,266	2,814
Community Media	27,007	25,448	2,417	3,943
Centralized and Corporate Costs	-	-	(1,495)	(1,561)
Total Including Joint Ventures and Associates (1)	49,796	46,890	3,050	5,585
Joint Ventures and Associates	(7,564)	(7,393)	(810)	(1,182)
Total IFRS	42,232	39,497	2,240	4,403

	Three months ended March 31,	
(thousands of dollars, except share and per share amounts)	2022	2021
EBITDA including joint ventures and associates (1)	$ 3,050	$ 5,585
EBITDA including joint ventures and associates per share (1)	$ 0.02	$ 0.04
EBITDA	$ 2,240	$ 4,403
EBITDA per share	$ 0.02	$ 0.04
Capital expenditures	$ 1,092	$ 1,113
Weighted average shares outstanding, net	132,755,559	125,213,346

(1) Certain results are presented to include the Company's proportionate share of its joint venture and associate operations, as this is the basis on which management bases its operating decisions and performance. The Company's joint ventures and associates include Great West Media Limited Partnership, the Victoria Times-Colonist, Rhode Island Suburban Newspapers, Inc., and Village Media Inc. Borden Bridge Development Corporation was included up to August 31, 2021 at which point the Company acquired the remaining 50% and began consolidating the results.

The comparative period results include the Canadian Emergency Wage Subsidy ("CEWS"), which under IFRS was $2.2 million for the quarter ended March 31, 2021.

	IFRS		Including Joint Ventures and Associates	
	Three months ended March 31,			
(thousands of dollars)	2022	2021	2022	2021
	$	$	$	$
Revenue	42,232	39,497	49,796	46,890
EBITDA without CEWS	2,240	2,162	3,050	3,179
CEWS	-	2,241	-	2,406
EBITDA	2,240	4,403	3,050	5,585

Consolidated revenue for the quarter ended March 31, 2022, was $42.2 million, up $2.7 million or 6.9% from the same period in the prior year. The increase was primarily the result of growth in a number of the Company's businesses due to stronger operating performance, healthy industry conditions in a number of the Company's sectors, and the benefits from relaxation of many COVID related restrictions. This has been partially offset by the ongoing maturation of print media industry, supply chain constraints, and the effects of industry consolidation affecting GFM, as well as other adverse impacts on business activity.

Consolidated EBITDA for the quarter was $2.2 million, down $2.2 million from $4.4 million for the prior year. These results include wage subsidies, regular and special Aid to Publishers ("ATP") at varying levels and other grants and subsidies in both years. The Company recognized wage subsidies from the CEWS program of $2.2 million in the first quarter of 2021. The CEWS program ended in October 2021.

Excluding CEWS, consolidated EBITDA increased $0.1 million or 3.6%. Continued investments are being made in key strategic development areas, including the REW digital real estate marketplace, new weather and agricultural markets subscription-based products, and digital community media products. These investments have resulted in EBITDA being less than it otherwise would have been. Other factors affecting EBITDA relate to the industry consolidation affecting GFM.

The Company has experienced an improvement in market conditions in a variety of its businesses but has yet to return to pre-pandemic levels in certain other areas. The Company is continually monitoring conditions and will respond accordingly if required. Revenues continue to improve, and the Company is working to maintain sufficient levels of operating income within these levels and making concerted efforts to further bring revenues back and increase profits and cash flow.

Outlook and Operating Highlights

The Company has been working to strengthen its financial position and operating profitability throughout the pandemic. Revenues were significantly affected early on, although they have continued to improve during the latter part of 2020 and throughout 2021. It remains unclear if COVID-19 related impacts will continue to unfold and affect conditions for the market in general and the Company's businesses in particular.

The combination of improved revenues, cost management and stronger business conditions in a number of the markets in which the Company operates has resulted in improved levels of operating profitability excluding wage subsidies. This has been partially offset by continued operating investments being made in key strategic development areas. Certain the Company's areas of business remain affected by the pandemic, in particular the low level of activity in events and tourism.

The Company has no debt net of cash and is in a strong financial position with which to 1) operate at the lower levels of revenue and profitability currently being experienced in certain markets, 2) have the financial capacity to handle restructuring costs required and other cash obligations, and 3) withstand further economic uncertainty, additional waves of the pandemic and any related impact on revenues and cash flow.

While the pandemic and related measures are still affecting the Company's businesses to varying degrees, the Company's digital media, data, and information businesses have performed relatively well. The underlying fundamentals and resilience of these products have demonstrated their value in the face of the challenging market conditions.

- Environmental and Property Information revenues were up 32% as compared to the same quarter in prior year.
    - STP and ERIS continue to have strong revenue growth in the quarter.
    - REW (the Company's residential real estate portal) generated significant revenue growth as a result of the strong residential real estate market conditions and operating improvements.
- Commodity Information revenues were down 13% as compared to the same quarter in prior year.
    - Glacier FarmMedia revenues were down. Print product revenues decreased as the result of industry consolidation resulting in fewer advertisers.
    - The Resource Innovation Group revenues were off 32% as compared to the same quarter in the prior year as the result of the sale of the energy business in March 2021. The remaining mining group revenue, on a standalone basis, was flat as compared to the first quarter of the prior year.
- Local Digital Media revenues were up 20% compared to the same quarter in the prior year.

  - Continued efforts to build digital content, audience and revenues have proven successful in growing the Company's local news media and community information business.
- Print community media advertising revenues were flat as compared to the same quarter in the prior year.
  - Print display revenues have been recovering gradually throughout the pandemic but flyer revenue continues to decline. Operating costs continue to be managed in response to the changes in revenue relating to the print industry. The federal government ATP program was expanded to include non-paid publications (the majority of the Company's publications are controlled non-paid distribution).
- The Company's operating profitability in certain businesses is improving. Overall, excluding $2.2 million of CEWS in the comparative period, consolidated IFRS EBITDA increased $0.1 million to $2.2 million for the quarter.

It is encouraging that the efforts and investment made in the core areas of focus for the Company prior to the pandemic have allowed demand for these products and services to be resilient throughout the pandemic. The respective brands, market positions and value to customers have remained strong.

While print advertising revenues have recovered from declines caused by the restrictions of the pandemic, they are expected to decline over time. Government assistance received from the expanded ATP program will help with the continued transition of the local media operations.

The Company and its partners are seeing that it is possible to operate local digital media businesses on a standalone basis without newspapers, and can be operated with newspaper staff as well as new staff.

The Company is working to reach the point where increases in the revenue, profit and cash flow from its data, analytics and intelligence products and digital media products exceeds the decline of its print advertising related profit and cash flow. The Company has made progress in this regard and can operate at lower levels of revenue from its digital media, data and information operations in the future and operate profitably.

Financial Position. As at March 31, 2022, the Company was in a net cash positive position, with a cash balance of $23.1 million and $8.0 million of non-recourse mortgages and loans (the majority of which relates to farm show land in Saskatchewan and Ontario).

The Company has net $7.4 million of deferred purchase price obligations to be paid over the next three years. This amount is net of contributions from minority partners. The Company has a $5.0 million vendor-take back receivable to be paid over the next two years resulting from the sale of the Company's interest in Fundata and an estimated $1.2 million potential earn-out proceeds receivable over the next three years from the sale of the energy business.

Q1 2022 OPERATING RESULTS

REVENUE

Glacier's consolidated revenue for the quarter ended March 31, 2022, was $42.2 million compared to $39.5 million for the same period in the prior year, up 6.9%.

ENVIRONMENTAL AND PROPERTY INFORMATION

The Environmental and Property Information group generated revenue of $12.1 million for the quarter ended March 31, 2022, as compared to $9.2 million for the same period in the prior year, or an increase of 31.8%.

ERIS continues to significantly grow its revenues in both the U.S. and Canadian markets. STP continues to benefit from increased sales of its newer product offerings. REW (the Company's residential real estate portal) generated significant revenue growth as a result of the strong residential real estate market conditions and operating expansion.

COMMODITY INFORMATION

The Commodity Information group generated revenue of $10.7 million for the quarter ended March 31, 2022, as compared to $12.3 million for the same period in the prior year, or a decrease of 12.8%. The Company sold its energy business in March 2021. During the quarter, GFM had lower revenues as the result of the impact of industry consolidation on print revenues. RIG had revenue decreases of 31.5%, as the result of the sale of the energy business in March 2021. Revenue from the remaining mining group was flat as compared to the same period in the prior year.

COMMUNITY MEDIA

	Revenue		EBITDA	
	Three months ended March 31,			
(thousands of dollars)	2022	2021	2022	2021
	$	$	$	$
Community Media Including Joint Ventures and Associates	27,007	25,448	2,417	3,943
Joint Ventures and Associates	(7,564)	(7,393)	(810)	(1,182)
Community Media IFRS	19,443	18,055	1,607	2,761

The Community Media Group generated $19.4 million of revenue, up 7.7% for the quarter ended March 31, 2022, as compared to $18.1 million for the same period in the prior year.

Including the Company's share of joint ventures and associates, the Community Media Group's revenue was $27.0 million, as compared to $25.4 million for the same period in the prior year, or an increase of 6.1%.

The increase in revenue was due to growth in digital media revenue.

Print revenues were flat. Print display advertising has stabilized but flyer revenue continues to be down.

DIGITAL MEDIA

Local Digital Media revenues were up 19.9%. Continued efforts to build digital content, audience and revenues have resulted in growing the Company's local news media and community information business.

GROSS PROFIT

Glacier's consolidated gross profit, being revenues less direct expenses, for the quarter ended March 31, 2022, was $12.2 million as compared to $14.1 million for the same period in the prior year. Gross profit improved excluding CEWS as a result of the improvement in revenues and the continuation of other government grants and funding, but decreased including CEWS because of the significant reduction in CEWS funding recorded in the comparative quarter.

Gross profit as a percentage of revenues ("gross profit margin") for the quarter ended March 31, 2022, was 28.8% as compared to 35.8% for the same period in the prior year. Excluding CEWS the gross profit margin in the comparative period was 31.2%. The decrease as compared to the comparative period is driven by a) continued operating expense investments that are being made in some of the key strategic development areas, including the REW digital real estate marketplace, new weather and agricultural markets subscription-based products, and digital community media products, and b) the industry consolidation affecting GFM.

GENERAL & ADMINISTRATIVE EXPENSES

Glacier's consolidated general and administrative expenses were $9.9 million for the quarter ended March 31, 2022, up from $9.7 million for the same period in the prior year. The increase in administrative costs primarily related to lower CEWS funds recorded, which were recorded as a reduction of wage expenses.

EBITDA

EBITDA was $2.2 million for the quarter ended March 31, 2022, as compared to $4.4 million for the same period in the prior year. The results are due to the various reasons stated under "Revenue, Gross Profit and General & Administrative Expenses". Part of the decrease is the amounts recorded in 2021 from the CEWS program. There was no CEWS recorded during the quarter ended March 31, 2022, as compared to $2.2 million for the same period in the prior year.

NET INTEREST EXPENSE, DEBT

Glacier's consolidated net interest expense for the quarter ended March 31, 2022, was $0.3 million as compared to $0.2 million for the same period in the prior year. The higher interest expense recorded during the period was mainly due to the change in interest rates in early 2022.

INTEREST EXPENSE, LEASE LIABILITIES

Interest expense relating to lease liabilities for the quarter ended March 31, 2022, was $0.1 million consistent with the same period in the prior year. Changes in leases including new leases, renewals and terminations affect the interest paid on lease liabilities.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization was $3.0 million, consistent with the same period in the prior year. Depreciation of property, plant and equipment, and right-of-use assets decreased. Amortization of intangible assets increased as the result of additions and acquisitions throughout 2021.

NET GAIN ON SALE

In the comparative period ended March 31, 2021, the Company recorded a $2.2 million gain on sale relating to the sale of the energy operations. The reported gain takes into account the contingent consideration of $1.2 million related to the receivable on the sale of the energy operations.

RESTRUCTURING AND OTHER (INCOME) EXPENSES (NET)

Restructuring and other (income) expenses (net) for the quarter ended March 31, 2022, was income of $0.5 million compared to income of $0.4 million for in the same period in the prior year. Restructuring and other (income) expenses (net) include restructuring costs (from the closure or divestiture of operations, or part of operations; including severance, redundant office costs and other direct closure costs during transition periods), transaction costs (including equity transactions with non-controlling interests), foreign exchange, amounts received in excess of accrued deferred sales prices receivable, amounts received from the government relating to the Canadian Emergency Rent Subsidy, and other income and other expenses.

SHARE OF EARNINGS FROM JOINT VENTURES AND ASSOCIATES

Share of earnings from joint ventures and associates, which include the Company's share of Great West Media Limited Partnership ("GWMLP"), the Victoria Times-Colonist ("VTC"), Rhode Island Suburban Newspapers, Inc. ("RISN"), and Village Media Inc. ("Village"), decreased by $0.2 as compared to the same period in the prior year. The equity pickup in Glacier includes the CEWS received by the joint ventures and associates in the comparative period.

Borden Bridge Development Corporation was included up to August 31, 2021, when the Company acquired the remaining 50%, at which point the results were consolidated.

Aggregate operating results for the Company's joint ventures and associates, at the Company's proportionate share of the results, are as follows:

	As at	
	March 31,	December 31,
(thousands of dollars)	2022	2021
	$	$
Assets	49,213	49,601
Liabilities	8,489	13,341
Net assets	40,724	36,260

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Revenues	7,564	7,393
EBITDA	810	1,182
Net (loss) income for the year	369	617

NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

Net income attributable to non-controlling interest decreased $0.7 million mainly due to lower net income of subsidiaries with non-controlling interests, as compared to the same quarter in the prior year.

NET (LOSS) INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS

For the period ended March 31, 2022, net loss attributable to common shareholders changed by $2.4 million to a loss position as compared an income position for the same period in the prior year. The change resulted from i) lower operating results of $2.2 million (the result of a decrease in CEWS funding of $2.2 million), ii) higher interest expense on debt of $0.1 million, iii) higher depreciation and amortization expense of $0.1 million, iv) a lower gain on sale of $2.2 million, and v) lower share of earnings from joint ventures and associates of $0.3 million. This was partially offset by i) higher income tax recovery of $1.6 million and ii) lower income attributable to non-controlling interest of $0.7 million.

OTHER COMPREHENSIVE (LOSS) INCOME (NET OF TAX)

For the quarter ended March 31, 2022, Glacier recognized other comprehensive loss (net of tax) of $0.4 million. The loss related to the mix of actuarial gains on defined benefit pension plans resulting from the change in actuarial assumptions, mainly the discount rate, and the change in the currency translation adjustment.

CASH FLOW FROM OPERATIONS

Glacier's consolidated cash flow from operations was $3.1 million (before changes in non-cash operating accounts) for the quarter ended March 31, 2022, as compared to $5.9 million for the same period in the prior year. The change in cash flow from operations was primarily the result of the factors stated under "Revenue, Gross Profit, General & Administrative Expenses and EBITDA".

Capital expenditures were $1.1 million in the quarter consistent with the same period in the prior year. The majority of the current year expenditures relate the development and implementation of software and websites, content development, data and technology and leasehold improvements. Prior year capital expenditures primarily related to the development and implementation of software and websites, content development, data and technology.

See "Summary of Financial Position, Financial Requirements and Liquidity" for further details.

CONTINGENCY

During 2014-2018 an affiliate of the Company ("the affiliate") has received, from the Canada Revenue Agency ("CRA") and provincial tax authorities, tax notices of reassessments and assessments relating to the taxation years 2008-2017. The notices deny the application of non-capital losses, capital losses, scientific research and experimental development ("SR&ED") pool deductions and SR&ED tax credits claimed. As a result additional taxes payable including interest and penalties are assessed at approximately $61.1 million. The affiliate has filed notices of objection with the CRA and provincial taxing authorities and has substantially paid the required deposits, which has been recorded in Other assets.

The Company, the affiliate and its counsel believe that the filing positions adopted by the affiliate in all years are appropriate and in accordance with the law. Accordingly, the Company has not recorded a liability in these consolidated financial statements for the reassessed taxes payable and related interest described above. If the entity is ultimately successful in defending its positions, deposits made plus applicable interest will be refunded. There is no assurance that the Company's objections will be successful. The affiliate is defending such positions. The Company and its affiliate expect to ultimately be successful in its objection. The ultimate outcome is uncertain.

SELECTED INTERIM FINANCIAL INFORMATION

The following outlines selected financial statistics and performance measures for Glacier, on an IFRS basis (other than the non-IFRS measures noted) for the three months ended March 31, 2022 and 2021:

(thousands of dollars) except share and per share amounts	Three months ended March 31, 2022	2021
Revenue	$ 42,232	$ 39,497
Gross profit [2]	$ 12,175	$ 14,129
Gross margin	28.8%	35.8%
EBITDA [1]	$ 2,240	$ 4,403
EBITDA margin [1]	5.3%	11.1%
EBITDA per share [1]	$ 0.02	$ 0.04
Net interest expense, debt	$ 291	$ 238
Net (loss) income attributable to common shareholders	$ (666)	$ 1,731
Net (loss) income attributable to common shareholders per share	$ (0.01)	$ 0.01
Cash flow from operations	$ 3,140	$ 5,916
Cash flow from operations per share	$ 0.02	$ 0.05
Capital expenditures	$ 1,092	$ 1,113
Total assets	$ 271,949	$ 266,201
Total non-current financial liabilities	$ 26,832	$ 18,750
Equity attributable to common shareholders	$ 177,389	$ 182,795
Weighted average shares outstanding, net	132,755,559	125,213,346

Notes:
(1) Refer to "Non-IFRS Measures" and "EBITDA Reconciliation" section for calculation of non-IFRS
(2) Gross profit for these purposes excludes depreciation and amortization.

The main factors affecting the comparability between quarters include:

- Operating performance of the Company's various business units and general market conditions during the reported years;
- The varying impact of and recovery from COVID-19 on the Company's operations' revenues and expenses;

- The $2.2 million of CEWS as an offset to wage expense for the comparative quarter ended March 31, 2021. Certain joint venture and associate entities also received CEWS during 2021. Additionally, there were varying levels of other government grants and fundings between the quarters;

- In March 2021, the Company sold its energy business for net cash proceeds of $4.3 million plus a potential earn-out of up to $3.5 million. The earn-out is revenue based and payable over three years. The Company recorded an estimated $1.2 million as a receivable relating to the discounted deferred consideration. A gain of $2.2 million was recorded on the sale; and

- In March, 2021, the Company and GVIC Communications Corp. ("GVIC") completed a Plan of Arrangement pursuant to which Glacier acquired all of the Class B voting common shares and Class C non-voting shares of GVIC not already held by Glacier and its subsidiary, and by a wholly-owned limited partnership of GVIC. Shareholders of GVIC received, for each GVIC Share held, 0.8 of a common share of Glacier. The transaction resulted in the issuance of 7,542,213 new Glacier common shares.

SUMMARY OF QUARTERLY RESULTS

The following outlines the significant financial performance measures for Glacier for the last eight quarters:

(thousands of dollars) except share and per share amounts	Trailing 12 Months	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Revenue	$ 167,297	$ 42,232	$ 43,841	$ 40,211	$ 41,013
EBITDA [1]	$ 15,584	$ 2,240	$ 5,846	$ 3,248	$ 4,250
EBITDA margin [1]	9.3%	5.3%	13.3%	8.1%	10.4%
EBITDA per share [1]	$ 0.12	$ 0.02	$ 0.04	$ 0.02	$ 0.03
Net interest expense, debt	$ 691	$ 291	$ 132	$ 119	$ 149
Net (loss) income attributable to common shareholders	$ (7,277)	$ (666)	$ (4,784)	$ 75	$ (1,902)
Net (loss) income attributable to common shareholders per share	$ (0.05)	$ (0.01)	$ (0.04)	$ 0.00	$ (0.01)
Cash flow from operations	$ 13,714	$ 3,140	$ 4,052	$ 3,166	$ 3,356
Cash flow from operations per share	$ 0.10	$ 0.02	$ 0.03	$ 0.02	$ 0.03
Capital expenditures	$ 9,545	$ 1,092	$ 5,205	$ 1,188	$ 2,060
Equity attributable to common shareholders	$ 177,389	$ 177,389	$ 178,547	$ 182,186	$ 181,765
Weighted average shares outstanding, net	132,755,559	132,755,559	132,755,559	132,755,559	132,755,559

	Trailing 12 Months	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Revenue	$ 147,520	$ 39,497	$ 41,710	$ 35,314	$ 30,999
EBITDA [1]	$ 25,411	$ 4,403	$ 6,240	$ 8,577	$ 6,191
EBITDA margin [1]	17.2%	11.1%	15.0%	24.3%	20.0%
EBITDA per share [1]	$ 0.20	$ 0.04	$ 0.05	$ 0.07	$ 0.05
Net interest expense, debt	$ 1,391	$ 238	$ 260	$ 391	$ 502
Net (loss) income attributable to common shareholders	$ (1,026)	$ 1,731	$ 3,926	$ 1,133	$ (7,816)
Net (loss) income attributable to common shareholders per share	$ (0.01)	$ 0.01	$ 0.03	$ 0.01	$ (0.06)
Cash flow from operations	$ 26,799	$ 5,916	$ 8,450	$ 6,601	$ 5,832
Cash flow from operations per share	$ 0.21	$ 0.05	$ 0.07	$ 0.05	$ 0.05
Capital expenditures	$ 4,320	$ 1,113	$ 994	$ 999	$ 1,214
Equity attributable to common shareholders	$ 182,795	$ 182,795	$ 170,761	$ 164,699	$ 152,340
Weighted average shares outstanding, net	125,213,346	125,213,346	125,213,346	125,213,346	125,213,346

Notes:
[1] Refer to "Non-IFRS Measures" and "EBITDA Reconciliation" section for calculation of non-IFRS measures used in this table.

The main factors affecting comparability of results over the last eight quarters are:

- Operating performance of the Company's various business units, including cost-reduction initiatives and general market conditions during the reported periods;

- The impact of COVID-19 on certain of the Company's operations' revenues and expenses;

- The $0.4 million of CEWS as an offset to wage expense for the three months ended December 31, 2021, $1.4 million for the three months ended September 30, 2021, $1.2 million for the three months ended June 30, 2021 and $2.2 million for the three months ended March 31, 2021. Other subsidies were also received, at varying levels throughout 2022, 2021 and 2020. Additionally, certain joint venture and associate entities also received CEWS and other government funding during these periods;

- In December 2021, one of the Company's investment in joint ventures and associates took an impairment of goodwill and non-amortizing intangible assets, along with a valuation allowance on certain tax assets, resulting in the Company recording $11.5 million share of losses from joint ventures and associates;
- In March 2021, the Company sold its energy business for net cash proceeds of $4.3 million plus a potential earn-out of up to $3.5 million. The earn-out is revenue based and payable over three years. The Company recorded an estimated $1.2 million as a receivable relating to the discounted deferred consideration. A gain of $2.2 million was recorded on the sale;
- In March 2021, the Company and GVIC Communications Corp. ("GVIC") completed a Plan of Arrangement pursuant to which Glacier acquired all of the Class B voting common shares and Class C non-voting shares of GVIC not already held by Glacier and its subsidiary, and by a wholly owned limited partnership of GVIC. Shareholders of GVIC received, for each GVIC Share held, 0.8 of a common share of Glacier. The transaction resulted in the issuance of 7,542,213 new Glacier common shares;
- In July 2020, the sale of a 45% non-controlling interest in ERI Environmental Risk;
- In November 2020, the Company, through its subsidiaries ERIS Information Inc. and ERIS Information LP (together "ERIS") acquired the assets of GeoSearch LLC, a U.S. based company, resulting in increased revenues and expenses in subsequent periods; and
- An impairment charge of $3.5 million during the three months ended December 31, 2020, and $9.1 million during the three months ended June 30, 2020.

EBITDA RECONCILIATION

The following table reconciles the Company's net (loss) income attributable to common shareholders as reported under IFRS to EBITDA, which is considered a non-GAAP measure.

(thousands of dollars) except share and per share amounts	Three months ended March 31, 2022	2021
Net (loss) income attributable to common shareholders	$ (666)	$ 1,731
Add (deduct):		
Non-controlling interests	$ 877	$ 1,589
Net interest expense, debt	$ 291	$ 238
Interest expense, lease liability	$ 120	$ 125
Depreciation and amortization	$ 3,045	$ 2,996
Net gain on sale	$ -	$ (2,207)
Restructuring and other (income) expenses (net)	$ (488)	$ (448)
Share of earnings from joint ventures and associates	$ (369)	$ (617)
Income tax (recovery) expense	$ (570)	$ 996
EBITDA (1)	$ 2,240	$ 4,403
Weighted average shares outstanding, net	132,755,559	125,213,346
Net (loss) income attributable to common shareholders per share	$ (0.01)	$ 0.01
EBITDA per share (1)	$ 0.02	$ 0.04

Notes:
(1) Refer to "Non-IFRS Measures" section of MD&A for discussion of non-IFRS measures used in this table.

SUMMARY OF FINANCIAL POSITION, FINANCIAL REQUIREMENTS AND LIQUIDITY

Glacier generates sufficient cash flow from operations to meet anticipated working capital, capital expenditures, and debt service requirements.

As at March 31, 2022, Glacier had consolidated cash and cash equivalents of $23.1 million, current and long-term debt of $8.0 million, and working capital of $27.4 million excluding deferred revenue. Glacier's actual cash working capital is greater than reflected by the amounts indicated on the consolidated balance sheet due to deferred revenue relating to renewals and subscriptions that have been paid for by subscribers but not yet delivered; and the costs associated with the fulfillment of this liability are less than the amount indicated in current liabilities.

Capital expenditures were $1.1 million in the quarter consistent with the same period in the prior year. The majority of the current year expenditures relate the development and implementation of software and websites, content development, data and technology and leasehold improvements. Prior year capital expenditures primarily related to the development and implementation of software and websites, content development, data and technology.

CHANGES IN FINANCIAL POSITION

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Cash generated from (used in)		
Operating activities	4,719	843
Investing activities	(1,172)	3,409
Financing activities	(2,226)	(2,634)
Increase in cash	1,321	1,618

The changes in the components of cash flows during the first quarter of 2022 and 2021 are detailed in the consolidated statements of cash flows of the financial statements. The more significant changes are discussed below.

OPERATING ACTIVITIES

Glacier generated cash flow from operations before changes in non-cash operating accounts of $3.1 million for the quarter ended March 31, 2022, as compared to $5.9 million for the same period in the prior year as the result of the factors stated under Revenue, Gross Profit, General & Administrative Expenses and EBITDA. Cash flow generated from operations after changes in non-cash working capital was $4.7 million for the quarter ended March 31, 2022, as compared to $0.8 million for the same period in the prior year.

INVESTING ACTIVITIES

Cash used in investing activities totalled $1.2 million for the quarter ended March 31, 2022, as compared to cash generated of $3.4 million for the same period in the prior year. Investing activities included $1.1 million of capital expenditures, $0.3 million distributions received from joint ventures and associates, and $0.4 million of other investing activities.

FINANCING ACTIVITIES

Cash used in financing activities was $2.2 million for the quarter ended March 31, 2022, as compared to $2.6 million for the same period in the prior year. The Company had net repayment of debt of $0.1 million, $1.4 million distributions to non-controlling interests, interest paid on debt of $0.3 million, interest paid on lease liabilities of $0.1 million, principal payment of lease liabilities of $0.8 million, contributions from non-controlling interests of $04 million.

OUTSTANDING SHARE DATA

As at March 31, 2022, there were 132,755,559 common shares and 1,115,000 share purchase warrants outstanding.

The Company announced a Normal Course Issuer Bid ("NCIB") to buy back up to 5,300,000 common shares, for cancellation, between April 4, 2022 and April 3, 2023. Daily purchases of shares under the NCIB are limited to 20,016 shares, subject to certain exceptions. The Company also entered into an automatic securities purchase plan with a designated broker under the NCIB which would allow for the purchase of shares under the NCIB when the Company ordinarily would not be permitted to purchase shares due to regulatory restrictions and customary self-imposed blackout periods. Investors may contact the Company to obtain a copy of the notice filed with the Toronto Stock Exchange in respect of the NCIB. Between April 4, 2022 and May 12, 2022 the Company repurchased 142,500 common shares.

As at May 12, 2022, there were 132,613,059 common shares and 1,115,000 share purchase warrants outstanding. The warrants outstanding allow the holder to purchase one common share per warrant at $4.48 per share. The warrants expire on June 28, 2029, unless extended.

CONTRACTUAL AGREEMENTS

As at March 31, 2022, the Company has an agreement with a major Canadian bank. The facility, which matures on May 31, 2024, is a revolving facility with no requirement for principal payments during the term.

In summary, the Company's contractual obligations due over the next five calendar years are as follows:

(thousands of dollars)	Total	2022	2023	2024	2025	2026	Thereafter
	$	$	$	$	$	$	$
Debt	7,952	337	468	386	411	385	5,965
Undiscounted lease liabilities	13,545	2,696	3,459	2,711	1,499	984	2,196
	21,497	3,033	3,927	3,097	1,910	1,369	8,161

Under the existing agreement, the Company, its subsidiaries and its affiliates are required to meet certain covenants. The Company, its subsidiaries and its affiliates were fully in compliance with these covenants at March 31, 2022 and 2021.

FINANCIAL INSTRUMENTS

The Company's activities result in exposure to a variety of financial risks, including risks relating to foreign exchange, credit, interest rate, and liquidity risk.

Certain of the Company's products are sold at prices denominated in U.S. dollars while the majority of its operational costs and expenses are incurred in Canadian dollars. An increase in the value of the Canadian dollar relative to the U.S. dollar reduces the revenue in Canadian dollar terms realized by the Company from sales made in U.S. dollars.

The Company also has foreign operations in the United States whose earnings are exposed to foreign exchange risk.

The Company sells its products and services to a variety of customers under various payment terms and therefore is exposed to credit risks from its trade receivables from customers. The Company has adopted policies and procedures designed to limit these risks. The carrying amounts for trade receivables are net of applicable expected credit loss allowances, which are determined using the expected credit losses ("ECL") model. Expected credit losses are measured as the present value of cash shortfalls from all possible default events, discounted at the effective interest rate of the financial asset. The Company is protected against any concentration of credit risk through its products, broad clientele, and geographic diversity.

The Company's interest rate risk mainly arises from the interest rate impact on cash and floating rate debt. The Company actively manages its interest rate risk through ongoing monitoring of market interest rates and the overall economic situation.

The Company is exposed to liquidity risk with respect to trade payables, debt, and contractual obligations. The Company manages liquidity by maintaining adequate cash balances and by having appropriate lines of credit available. In addition, the Company continuously monitors and reviews both actual and forecasted cash flows. Management believes that future cash flow from operations and the availability under existing banking arrangements will be adequate to support its financial liabilities. Glacier's actual cash working capital is greater than reflected by the amounts indicated on the consolidated balance sheet due to deferred revenue relating to renewals and subscriptions that have been paid for by subscribers but not yet delivered; and the costs associated with the fulfillment of this liability are less than the amount indicated in current liabilities.

The carrying value of certain financial instruments maturing in the short-term approximates their fair value. These financial instruments include cash and cash equivalents, trade and other receivable, trade and other payables, debt and other current and non-current liabilities (classified as measured at amortized cost), and other investments (classified as measured at fair value through other comprehensive income or fair value through profit and loss). The fair values calculated approximate the amounts for which the financial instruments could be settled between consenting parties, based on current market data for similar instruments. Consequently, as estimates must be used to determine fair value, they must not be interpreted as being realizable in the event of an immediate settlement of the instruments.

BUSINESS ENVIRONMENT AND RISKS

A comprehensive discussion of Risks and Uncertainties was included in the 2021 Annual Report and can be found on SEDAR. The discussion is applicable for the period ended March 31, 2022.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established disclosure controls and procedures to ensure that the information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Audit Committee and Board.

The Company did not make any changes to its internal controls over financial reporting ("ICFR") during the most recent period ended March 31, 2022, which materially affected, or are reasonably likely to materially affect, the Company's ICFR.

GLACIER MEDIA INC.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)
(UNAUDITED)

	Three months ended March 31, 2022	2021
	$	$
Revenue (Note 15)	42,232	39,497
Operational expenses before depreciation and amortization and other items		
Direct expenses (Note 16)	30,057	25,368
General and administrative (Note 16)	9,935	9,726
	2,240	4,403
Interest expense, debt	291	238
Interest expense, lease liabilities (Note 7)	120	125
Depreciation and amortization (Note 10)	3,045	2,996
Net gain on sale (Note 5)	-	(2,207)
Restructuring and other (income) expenses (net) (Note 17)	(488)	(448)
Share of earnings from joint ventures and associates (Note 6)	(369)	(617)
Net (loss) income before income taxes	(359)	4,316
Income tax (recovery) expense (Note 14)	(570)	996
Net income for the period	211	3,320
Net (loss) income attributable to:		
Common shareholders	(666)	1,731
Non-controlling interests	877	1,589
Net (loss) income attributable to common shareholder per share		
Basic and diluted	(0.01)	0.01
Weighted average number of common shares		
Basic and diluted	132,755,559	125,213,346

See accompanying notes to these condensed interm consolidated financial statements

GLACIER MEDIA INC.
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)
(UNAUDITED)

	Three months ended March 31, 2022	2021
	$	$
Net income for the period	211	3,320
Other comprehensive (loss) income (net of tax) (Note 13)		
Actuarial (loss) income on defined benefit pension plans [1]	(1,667)	3,903
Currency translation adjustment [2]	145	(54)
Share of other comprehensive income from joint ventures and associates[1] (Note 6)	1,107	2,210
Other comprehensive (loss) income (net of tax)	(415)	6,059
Total comprehensive (loss) income	(204)	9,379
Total comprehensive (loss) income attributable to:		
Common shareholders	(1,158)	7,820
Non-controlling interests	954	1,559

[1] Recorded directly in deficit.

[2] Recycled through the consolidated statement of operations in current and future periods.

See accompanying notes to these condensed interm consolidated financial statements

GLACIER MEDIA INC.
INTERIM CONSOLIDATED BALANCE SHEETS

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)
(UNAUDITED)

	As at March 31, 2022	As at December 31, 2021
	$	$
Assets		
Current assets		
Cash and cash equivalents	23,065	21,744
Trade and other receivables	35,423	35,686
Inventory	2,398	2,672
Prepaid expenses	2,397	2,504
	63,283	62,606
Non-current assets		
Investments in joint ventures and associates (Note 6)	45,805	44,604
Other assets (Note 19)	29,021	28,894
Right-of-use assets (Note 7)	11,349	10,244
Property, plant and equipment (Note 8)	31,484	31,802
Intangible assets (Note 9)	40,569	41,411
Goodwill	35,716	35,741
Post-employment benefit asset	8,154	10,438
Deferred income taxes	6,568	5,380
Total assets	271,949	271,120
Liabilities		
Current liabilities		
Trade and other payables	28,911	29,624
Deferred revenue	12,942	10,798
Current portion of lease liabilities (Note 7)	3,526	3,091
Current portion of long term debt (Note 12)	458	451
Other current liabilities (Note 11)	3,031	3,035
	48,868	46,999
Non-current liabilities		
Non-current portion of deferred revenue	919	866
Lease liabilities (Note 7)	8,537	7,819
Other non-current liabilities (Note 11)	10,801	11,365
Long term debt (Note 12)	7,494	7,611
Total liabilities	76,619	74,660
Equity		
Share capital	224,970	224,970
Contributed surplus	21,120	21,120
Accumulated other comprehensive loss (Note 13)	(202)	(270)
Deficit	(68,499)	(67,273)
Total equity attributable to common shareholders	177,389	178,547
Non-controlling interests	17,941	17,913
Total equity	195,330	196,460
Total liabilities and equity	271,949	271,120

See accompanying notes to these condensed interm consolidated financial statements

GLACIER MEDIA INC.
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AMOUNTS)
(UNAUDITED)

	Attributable to common shareholders							
	Share capital		Contributed	Accumulated other comprehensive	Retained earnings		Non-controlling	Total
	Shares	Amount	surplus	loss	(deficit)	Total	interest	equity
		$	$	$	$	$	$	$
Balance, January 1, 2021	125,213,346	221,802	20,022	(339)	(70,724)	170,761	21,512	192,273
Net income for the period	-	-	-	-	1,731	1,731	1,589 .	3,320
Other comprehensive income (loss) (net of tax)	-	-	-	34	6,055	6,089	(30)	6,059
Total comprehensive income for the period	-	-	-	34	7,786	7,820	1,559	9,379
Disposal of foreign operation (Note 5)	-	-	-	(52)	-	(52)	-	(52)
Repurchase of non-controlling interest (Note 5)	7,542,213	3,168	1,098	-	-	4,266	(5,149)	(883)
Sale of non-controlling interest in a subsidiary	-	-	-	-	-	-	69	69
Distributions to non-controlling interests	-	-	-	-	-	-	(1,005)	(1,005)
Balance, March 31, 2021	132,755,559	224,970	21,120	(357)	(62,938)	182,795	16,986	199,781
Balance, January 1, 2022	132,755,559	224,970	21,120	(270)	(67,273)	178,547	17,913	196,460
Net income (loss) for the period	-	-	-	-	(666)	(666)	877	211
Other comprehensive (loss) income (net of tax)	-	-	-	68	(560)	(492)	77	(415)
Total comprehensive (loss) income for the period	-	-	-	68	(1,226)	(1,158)	954	(204)
Contributions from non-controlling interests	-	-	-	-	-	-	430	430
Distributions to non-controlling interests	-	-	-	-	-	-	(1,356)	(1,356)
Balance, March 31, 2022	132,755,559	224,970	21,120	(202)	(68,499)	177,389	17,941	195,330

See accompanying notes to these condensed interm consolidated financial statements

GLACIER MEDIA INC.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)
(UNAUDITED)

	Three months ended March 31, 2022	2021
	$	$
Operating activities		
Net income for the period	211	3,320
Items not affecting cash:		
Depreciation and amortization (Note 10)	3,045	2,996
Net gain on sale (Notes 5)	-	(2,026)
Employee future benefit expense (less than) in excess of of employer contributions	-	34
Deferred income tax (recovery) expense (Note 14)	(685)	932
Interest expense, long term debt	309	304
Interest expense, lease liabilities (Note 7)	120	125
Share of losses (earnings) from joint ventures and associates (Note 6)	(369)	(617)
Other non-cash items	509	848
Cash flow from operations before changes in non-cash operating accounts	3,140	5,916
Changes in non-cash operating accounts		
Trade and other receivables	268	(859)
Inventory	274	(212)
Prepaid expenses	107	(48)
Trade and other payables	(1,267)	(5,288)
Deferred revenue	2,197	1,334
Cash generated from operating activities	4,719	843
Investing activities		
Net cash disposed of on sale (Note 5)	-	(157)
Other investing activities	(355)	82
Proceeds from disposal of assets (Note 5)	-	4,297
Distributions received from joint ventures and associates (Note 6)	275	300
Purchase of property, plant and equipment (Note 8)	(428)	(327)
Purchase of intangible assets (Note 9)	(664)	(786)
Cash (used in) generated from investing activities	(1,172)	3,409
Financing activities		
Distribution to non-controlling interests	(1,356)	(1,005)
Contribution from non-controlling interests	430	-
Repurchase of non-controlling interests (Note 5)	-	(475)
Proceeds from sale of non-controlling interest in a subsidiary	-	69
Interest paid, debt	(309)	(267)
Interest paid, lease liabilities (Note 7)	(122)	(128)
Net repayment of long term debt	(110)	(71)
Principal payment of lease liabilities (Note 7)	(759)	(757)
Cash used in financing activities	(2,226)	(2,634)
Net cash generated	1,321	1,618
Cash and cash equivalents, beginning of period	21,744	14,275
Cash and cash equivalents, end of period	23,065	15,893

See accompanying notes to these condensed interm consolidated financial statements

1. GENERAL BUSINESS DESCRIPTION

Glacier Media Inc. ("Glacier" or the "Company") is an information and marketing solutions company pursuing growth in sectors where the provision of essential information and related services provides high customer utility and value. The related "go to market" strategy is being implemented through two operational areas: content and marketing solutions and data, analytics and intelligence.

The Company is incorporated under the Canada Business Corporations Act, with common shares listed on the Toronto Stock Exchange ("TSX"). The address of its head office is 2188 Yukon Street, Vancouver, British Columbia. Glacier is controlled by Madison Venture Corporation.

2. BASIS OF PREPARATION

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as applicable to interim financial reports including International Accounting Standard ("IAS") 34 Interim Financial Reporting. Certain prior year comparative figures have been reclassified to conform to the current year's presentation. These reclassifications did not have an impact on the statement of operations or the balance sheet.

These condensed interim consolidated financial statements have been approved by the Board of Directors for issue on May 12, 2022.

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these condensed interim consolidated financial statements are the same as those applied to the consolidated financial statements for the year ended December 31, 2021.

The policies applied are based on the International Financial Reporting Standards issued and outstanding as at the date the board of directors approved these consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS AND UNCERTAINTY

The preparation of the consolidated financial statements requires management to make judgements, estimate and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparation of the condensed interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended December 31, 2021.

The impact of the COVID-19 pandemic and the relevant measures put in place as a result, remain unprecedented and the full extent of the impact may depend on future developments. These developments are uncertain and cannot be accurately predicted, including new information which may emerge concerning its severity, its duration and actions by government authorities to address the ongoing, direct and indirect, impact. As a result, it is possible that circumstances may arise which cause actual results to differ from the estimates applied in these interim consolidated financial statements, and such differences affecting Glacier's future financial position and results cannot be determined at this time.

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

5. ACQUISITIONS AND DISPOSITIONS

(a) On March 31, 2021, the Company and GVIC Communications Corp. ("GVIC") completed a Plan of Arrangement pursuant to which Glacier acquired all of the Class B voting common shares and Class C non-voting shares of GVIC not already held by Glacier and its subsidiary, or by a wholly-owned limited partnership of GVIC. Shareholders of GVIC received, for each GVIC Share held, 0.8 of a common share of Glacier.

As a result of this transaction, the Company issued 7,542,213 shares at a value of $3.2 million; based on the closing price of Glacier shares on March 31, 2021 which was $0.42 per share. The Company repurchased $5.1 million of non-controlling interests and recorded contributed surplus of $1.1 million, after deducting costs to complete the transaction.

(b) On March 12, 2021, the Company completed the sale of its energy business to geoLOGIC systems ltd for $4.5 million cash at closing, net of a $0.2 million escrow holdback, plus a potential earn-out of up to $3.5 million, for a total of up to $8.0 million. The earn-out is revenue based and payable over three years. The sale resulted in a net gain on sale of $2.2 million.

The earn-out is accounted for as variable deferred contingent consideration and was recorded at an estimated fair value of $1.2 million recorded within Other assets. The energy operations sold, which included the RIG energy assets and Evaluate Energy, were previously included within the Commodity Information segment.

6. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES

The Company's share of the joint ventures and associates consists of the following:

	As at and for the period	
(thousands of dollars)	March 31, 2022	December 31, 2021
	$	$
Balance, beginning of period	44,604	51,189
Acquisition of control of investment in joint ventures and associates	-	(355)
Share of earnings (loss) for the period	369	(5,467)
Share of other comprehensive income (net of tax) (Note 13)	1,107	2,708
Distributions, dividends received and other equity movements	(275)	(3,471)
Balance, end of period	45,805	44,604

The following is the summarized financial information for the Company's joint ventures and associates, reported in the Company's share of ownership. The results have been amended to reflect adjustments made by the Company when using the equity method, including modifications for differences in accounting policy.

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

6. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

	Joint ventures		Associates		Total	
	Three months ended March 31,		Three months ended March 31,		Three months ended March 31,	
(thousands of dollars)	2022	2021	2022	2021	2022	2021
	$	$	$	$	$	$
Revenue	4,134	4,224	3,430	3,169	7,564	7,393
Operating expenses before depreciation and amortization	3,443	3,363	3,311	2,848	6,754	6,211
	691	861	119	321	810	1,182
Net interest expense, debt	21	22	5	14	26	36
Interest expense, lease liabilities	1	2	5	7	6	9
Depreciation and amortization	338	347	66	84	404	431
Impairment, restructuring and other expenses (income) (net)	(29)	(51)	2	11	(27)	(40)
Net income before income taxes	360	541	41	205	401	746
Income tax expense	36	76	(4)	53	32	129
Net income for the period	324	465	45	152	369	617

	Joint ventures		Associates		Total	
(thousands of dollars)	March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
	$	$	$	$	$	$
Assets	27,796	28,740	21,417	20,861	49,213	49,601
Liabilities	2,657	6,912	5,832	6,429	8,489	13,341
Net Assets	25,139	21,828	15,585	14,432	40,724	36,260

7. RIGHT-OF-USE-ASSETS AND LEASE LIABILITIES

The Company has various right-of-use assets including its lease arrangements of property and equipment.

	As at March 31, 2022		
(thousands of dollars)	Cost	Accumulated depreciation	Carrying amount
	$	$	$
Property	16,467	(5,993)	10,474
Equipment	1,117	(242)	875
	17,584	(6,235)	11,349

	As at December 31, 2021		
(thousands of dollars)	Cost	Accumulated depreciation	Carrying amount
	$	$	$
Property	15,725	(6,382)	9,343
Equipment	1,118	(217)	901
	16,843	(6,599)	10,244

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

7. RIGHT-OF-USE-ASSETS AND LEASE LIABILITIES (CONTINUED)

The Company's lease liabilities are as follows:

(thousands of dollars)	March 31, 2022	December 31, 2021
	$	$
Current portion of lease liabilities	3,526	3,091
Long term lease liabilities	8,537	7,819
	12,063	10,910

Changes to the Company's lease liabilities were as follows:

	As at and for the period ended	
(thousands of dollars)	March 31, 2022	December 31, 2021
	$	$
Balance, beginning of period	10,910	9,749
New leases and lease renewals	1,921	4,614
Interest expense, lease liability	120	479
Interest paid, lease liability	(122)	(481)
Payment of principal portion of lease liabilities	(759)	(3,151)
Termination	-	(299)
Foreign exchange	(7)	(1)
Balance, end of period	12,063	10,910

During the quarter ended March 31, 2022, the Company had short-term and low value lease expenses of $0.1 million (2021: $0.1 million).

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

8. PROPERTY, PLANT AND EQUIPMENT

			As at March 31, 2022
(thousands of dollars)	Cost	Accumulated depreciation and impairment	Carrying amount
	$	$	$
Land and Land Improvements	13,170	(250)	12,920
Buildings	12,878	(4,466)	8,412
Production equipment	29,136	(22,841)	6,295
Office equipment and leaseholds	24,189	(20,332)	3,857
	79,373	(47,889)	31,484

			As at December 31, 2021
(thousands of dollars)	Cost	Accumulated depreciation and impairment	Carrying amount
	$	$	$
Land and Land improvements	13,160	(242)	12,918
Buildings	12,878	(4,365)	8,513
Production equipment	29,092	(22,472)	6,620
Office equipment and leaseholds	23,802	(20,051)	3,751
	78,932	(47,130)	31,802

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

9. INTANGIBLE ASSETS

The Company has various intangible assets including customer relationships, subscription lists, mastheads, software, data and technology, websites, copyrights and trademarks. Of these, certain mastheads and trademarks are considered to have an indefinite life and; therefore, are not amortized. Intangible assets are as follows:

			As at March 31, 2022
(thousands of dollars)	Cost	Accumulated amortization and impairment	Carrying amount
	$	$	$
Indefinite life			
Mastheads and trademarks	57,883	(40,289)	17,594
Finite life			
Copyrights	10,242	(10,242)	-
Customer relationships	69,860	(61,936)	7,924
Subscription lists	3,841	(3,841)	-
Software, data and technology, and websites	52,594	(37,543)	15,051
	194,420	(153,851)	40,569

			As at December 31, 2021
(thousands of dollars)	Cost	Accumulated amortization and impairment	Carrying amount
	$	$	$
Indefinite life			
Mastheads and trademarks	57,887	(40,290)	17,597
Finite life			
Copyrights	10,242	(10,242)	-
Customer relationships	69,909	(61,531)	8,378
Subscription lists	3,841	(3,841)	-
Software, data and technology, and websites	51,881	(36,445)	15,436
	193,760	(152,349)	41,411

10. DEPRECIATION AND AMORTIZATION

	Three month ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Depreciation of property, plant and equipment	731	815
Depreciation of right-of-use assets	812	782
Amortization of intangible assets	1,502	1,399
Depreciation and amortization	3,045	2,996

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

11. OTHER CURRENT AND NON-CURRENT LIABILITIES

Other current and non-current liabilities primarily relate to $13.0 million of deferred payments from acquisition transactions in previous periods. Included in this amount are fixed, variable and contingent payments. These amounts are due in future periods; the amounts due in the next year are included in other current liabilities.

12. LONG TERM DEBT

As at March 31, 2022, the Company had $8.0 million of current and long term mortgages and other loans outstanding.

Under the existing financing agreement, the Company is required to meet certain covenants. The Company was in compliance with all covenants at March 31, 2022 and 2021.

13. OTHER COMPREHENSIVE INCOME (LOSS)

The components of other comprehensive income (loss), net of tax, are as follows:

(thousands of dollars)	Accumulated other comprehensive (loss) income Cumulative translation adjustment	Retained deficit Actuarial income (loss) on defined benefit plans	Non-controlling interest	Total other comprehensive income (loss)
	$	$	$	$
Balance, January 1, 2021	(339)	(3,096)	53	(3,382)
Actuarial income on defined benefit plans	-	3,855	48	3,903
Cumulative translation adjustment	34	-	(88)	(54)
Share of other comprehensive income from joint ventures and associates	-	2,200	10	2,210
Other comprehensive income (loss) for the period	34	6,055	(30)	6,059
Disposal of foreign operation (Note 5)	(52)	-	-	(52)
Balance, March 31, 2021	(357)	2,959	23	2,625
Balance, January 1, 2022	(270)	5,235	661	5,626
Actuarial loss on defined benefit plans	-	(1,667)	-	(1,667)
Cumulative translation adjustment	68	-	77	145
Share of other comprehensive income from joint ventures and associates	-	1,107	-	1,107
Other comprehensive (loss) income for the period	68	(560)	77	(415)
Balance, March 31, 2022	(202)	4,675	738	5,211

Other comprehensive income (loss) items that do not recycle through the consolidated statement of operations in future periods are recorded directly in retained earnings (deficit).

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

13. OTHER COMPREHENSIVE INCOME (LOSS) (CONTINUED)

Other comprehensive income (loss) items are reported net of the following tax effects:

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Income tax effect of:		
Actuarial loss (income) on defined benefit plans	617	(1,421)
Share of other comprehensive income from joint ventures and associates	(410)	(818)

14. INCOME TAXES

Income tax recovery is recognized based on management's estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual rate used for the quarter ended March 31, 2022, was 27.0% (2021: 27.0%). The components of income tax recovery are shown in the following table:

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Current tax	115	64
Deferred tax	(685)	932
Income tax (recovery) expense	(570)	996

Refer to Note 19 regarding the contingency relating to the CRA reassessment.

15. REVENUE BY CATEGORY

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Advertising	23,336	24,303
Subscription, data, services and events	17,239	13,976
Commercial printing and other	1,657	1,218
	42,232	39,497

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

16. EXPENSE BY NATURE

	Three months ended March 31,	
(thousands of dollars)	2022	2021
	$	$
Wages and benefits	23,647	22,952
CEWS (a)	-	(2,225)
Newsprint, ink and other printing costs	2,479	2,424
Delivery costs	2,542	1,808
Rent, utilities and other property costs	1,146	1,119
Advertising, marketing and other promotion costs	1,238	1,003
Third party production and editorial costs	2,019	1,668
Legal, bank, insurance and professional services	2,757	3,456
Data services, system maintenance, telecommunications and software licences	2,533	1,767
Fees, licences and other services	964	887
Event costs	25	30
Other	642	205
	39,992	35,094
Direct expenses	30,057	25,368
General and administrative expenses	9,935	9,726
	39,992	35,094

(a) The Government of Canada passed the Canadian Emergency Wage Subsidy ("CEWS") to help businesses keep workers employed through the challenges posed by the COVID-19 pandemic. The Company's eligibility to the CEWS program funding ended on October 23, 2021. The Company recognized a recovery of compensation expense of $2.2 million during the comparative period ended March 31, 2021.

(b) The Company received grants from various government aid programs, some relating to COVID relief, including the Department of Canadian Heritage's Canada Periodical Fund's Aid to Publishers program, Special Measures for Journalism, which were treated as an offset to certain expenses above.

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

17. RESTRUCTURING AND OTHER (INCOME) EXPENSES (NET)

Restructuring and other (income) expenses (net) include the following:

- Restructuring expenses, including severance costs incurred as the Company restructured and reduced its workforce.
- Transaction and transition costs incurred related to its acquisitions and divestitures. These costs include both the costs of completing the transactions and the costs of integrating these new operations into the Company, including equity transactions with non-controlling interest. Transaction costs include legal, accounting, due diligence, consulting and general acquisition costs. Transition costs include information technology costs, transitional staffing requirements, service fees paid to the vendor during the transition period and other costs directly related to the operational integration of the newly acquired businesses, as well as any closing costs associated with the closure or divestiture of operations.
- Other (income) expenses which includes foreign exchanges gains and losses, amounts received from the government relating to the Canadian Emergency Rent Subsidy, amounts received from a company in which Glacier is a non-controlling interest, amounts received in excess of accrued deferred sales prices receivable and other income and expenses.

18. SEGMENT DISCLOSURE

The Company, its subsidiaries, its joint ventures and its associates operate in three distinct operating segments mainly throughout Canada and the United States. These segments are Environmental and Property Information, Commodity Information and Community Media. Environmental and Property Information includes the Company’s business to business content, marketing solutions and data information products which are environmental and property related. Commodity Information includes the Company’s business to business content, marketing solutions and data information products which are agriculture, energy and mining related. The Community Media segment includes the Company’s community media assets and related digital and printing operations.

The following segment information is for the periods ended March 31, 2022, and March 31, 2021:

Three months ended March 31, 2022 (thousands of dollars)	Environmental and Property Information	Commodity Information	Community Media	Total Operations	Joint Ventures and Associates	IFRS Total
	$	$	$	$	$	$
Revenue	12,104	10,685	27,007	49,796	(7,564)	42,232
Divisional earnings before interest, taxes, depreciation, and amortization	862	1,266	2,417	4,545	(810)	3,735
Centralized and corporate expenses						1,495
						2,240
Net interest expense, debt and lease liability						411
Depreciation and amortization						3,045
Restructuring and other (income) expense, net						(488)
Share of earnings from joint ventures and associates						(369)
Income tax recovery						(570)
Net income for the period						211

(AMOUNTS EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

18. SEGMENT DISCLOSURE (CONTINUED)

Three months ended March 31, 2021 (thousands of dollars)	Environmental and Property Information	Commodity Information	Community Media	Total Operations	Joint Ventures and Associates	IFRS Total
	$	$	$	$	$	$
Revenue	9,182	12,260	25,448	46,890	(7,393)	39,497
Divisional earnings before interest, taxes, depreciation, and amortization	389	2,814	3,943	7,146	(1,182)	5,964
Centralized and corporate expenses						1,561
						4,403
Net interest expense, debt and lease liability						363
Depreciation and amortization						2,996
Net gain on sale						(2,207)
Restructuring and other expense, net						(448)
Share of earnings from joint ventures and associates						(617)
Income tax expense						996
Net income for the period						3,320

The Company operates in the following main geographical areas:

(thousands of dollars)	Three months ended March 31, 2022	2021
	$	$
Canada	33,122	32,905
United States	9,110	6,592
Total revenue	42,232	39,497

19. CONTINGENCIES AND COMMITMENTS

During 2014-2018 an affiliate of the Company (“the affiliate”) received, from the Canada Revenue Agency (“CRA”) and provincial tax authorities, tax notices of reassessments and assessments relating to the taxation years 2008-2017. The notices deny the application of non-capital losses, capital losses, scientific research and experimental development (“SR&ED”) pool deductions and SR&ED tax credits claimed. As a result, additional taxes payable including interest and penalties are assessed at approximately $61.1 million. The affiliate has filed notices of objection with the CRA and provincial taxing authorities and has substantially paid the required deposits, which has been recorded in Other assets.

The Company, the affiliate and its counsel believe that the filing positions adopted by the affiliate in all years are appropriate and in accordance with the law. Accordingly, the Company has not recorded a liability in these consolidated financial statements for the reassessed taxes payable and related interest described. The affiliate intends to vigorously defend such positions. The ultimate outcome is uncertain.

GLACIER MEDIA INC.
CORPORATE INFORMATION

BOARD OF DIRECTORS

Bruce W. Aunger
Sam Grippo
S. Christopher Heming
Jonathon J.L. Kennedy
Hugh McKinnon
Geoffrey L. Scott

OFFICERS

Sam Grippo, Chairman
Jonathon J.L. Kennedy, President & Chief Executive Officer
Orest Smysnuik, CA, Chief Financial Officer
Bruce W. Aunger, Secretary

TRANSFER AGENT

Computershare Trust Company of Canada
Toronto, Calgary and Vancouver

AUDITORS

PricewaterhouseCoopers LLP

STOCK EXCHANGE LISTING

The Toronto Stock Exchange
Trading symbol: GVC

INVESTOR RELATIONS

Institutional investors, brokers, security analysts and others requiring financial and corporate information about Glacier should visit our website *www.glaciermedia.ca* or contact: Orest Smysnuik, CA, Chief Financial Officer.

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