MANAGEMENT DISCUSSION AND ANALYSIS

Three months ended March 31, 2023 and 2022

GLACIER MEDIA INC.

FIRST QUARTER 2023 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 10, 2023, 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 expectation to continue investment spending at a slower pace and in targeted key strategic areas; the expected effects of cost cutting measures; the expected industry specific softness in 2023; our expectations as to timing of easing of interest rate increases; 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 expectation that the Company can generate future profits operating at lower levels of revenue from its digital media, data and information operations; pressures from increased interest rates will ease in the second half of 2023; 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 geopolitical risks and events, inflation and rising interest rates, 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 Interim 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 Interim 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.

GLACIER MEDIA INC.
MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

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 10, 2023 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, 2023. 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, 2022 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 FINANCIAL 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. Management utilizes EBITDA as a financial performance measure to assess profitability and return on equity in its decision making. In addition, the Company, its lenders and its investors use EBITDA 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, and Weather Innovations.

The Northern Miner Group ("TNMG") provides essential data, analysis and training solutions that enable companies in the mining industry to innovate and prosper in fast-changing global markets. With significant operations in Vancouver and Toronto, TNMG 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).

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 licenses its own proprietary community website platform software.

The Local News Collective (which includes Glacier's websites and network partners) is now one of the largest digital advertising 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 2023 PERFORMANCE AND OUTLOOK

	Revenue		EBITDA	
	Three months ended March 31,			
(thousands of dollars)	2023	2022	2023	2022
	$	$	$	$
Environmental and Property Information	10,937	12,104	(1,258)	862
Commodity Information	11,105	10,685	497	1,266
Community Media	17,146	19,443	(32)	1,607
Centralized and Corporate Costs	30	-	(1,448)	(1,495)
Total IFRS	39,218	42,232	(2,241)	2,240

	Three months ended March 31,	
(thousands of dollars, except share and per share amounts)	2023	2022
EBITDA	$ (2,241)	$ 2,240
EBITDA per share	$ (0.02)	$ 0.02
Capital expenditures	$ 1,077	$ 1,092
Weighted average shares outstanding, net	132,329,984	132,755,559

Consolidated revenue for the period ended March 31, 2023, was $39.2 million, down $3.0 million or 7.1% from the same period in the prior year. Consolidated EBITDA for the period was a loss of $2.2 million, down $4.5 million from positive EBITDA of $2.2 million for the same period in the prior year. During the first quarter, the Company completed two separate transactions that resulted in three operations being accounted for as joint ventures, compared to previously included in the consolidated results. The Company completed the sale of its printing assets into two new joint venture operations. Certain print community media operations were treated as joint ventures from January 1, 2023, as the result of changes made in the structure of the underlying shareholders agreements with the previous minority shareholders, and it was determined that Company no longer has the ability to exercise control and therefore can no longer treat these entities as subsidiaries. These transactions had the effect of reducing reported revenue and EBITDA as compared to the same period in the prior year and increasing equity earnings in the current period as compared to the same period in the prior year.

Organic revenue declines in print media were driven by lower demand for print media products; however, digital media revenues continue to grow. The environmental and property information operations, which are reliant on the commercial and residential real estate industry, had lower revenues resulting from higher interest rates, which is temporarily decreasing demand for real estate related products. The agricultural information operations also had declines in print related revenue but noted increased revenue in digital products and events. The agricultural information operations continue to be impacted by the industry consolidation and the declining demand for print products. The mining information operations continue to operate in a challenged industry which is resulting in lower subscription and advertising revenue.

EBITDA for the period decreased as the result of lower revenues in the operations as discussed above. Additionally,
rising costs related to inflation, mainly increased employee costs, and supply chain constraints compounding the effects of reduced revenue.

Outlook and Operating Highlights

Despite the challenging economy, the Company continues to focus on a combination of generating long-term revenue gains in its growth businesses and cost management in its legacy businesses. Operational investments in key strategic development areas continue to be scaled back until the economic outlook becomes more certain. The Company is monitoring economic conditions and will respond accordingly.

Softness in the residential and commercial real estate markets negatively affected operations during the first quarter. Declines in print products continued to reduce profitability, which is largely due to the maturation of the print industry overall. It is expected that industry specific softness will continue into the second quarter of 2023 with overall economic uncertainty, inflation, and the impact of higher interest rates. Although uncertain, it is anticipated that the pressures from increased interest rates will begin to ease in the second half of 2023.

The Company's digital media operations held up during the first quarter of 2023. Long-term, the digital media, data, and information businesses offer growth potential for the future. The underlying fundamentals of these products have demonstrated their value in the face of the challenging market conditions.

- Environmental and Property Information revenues were down 9.6% as compared to the same quarter in the prior year.
  - ERIS's revenues and profits were negatively affected by the higher interest rates which continue to affect the commercial real estate industry overall. There are some initial signs that the commercial real estate industry will begin to recover; however, the general softness is expected to continue into the second quarter of 2023.
  - STP achieved revenue and operational growth in the quarter from its new SAAS-based regulatory compliance product, RegHub, and other related product offerings.
  - REW's (the Company's residential real estate portal) revenues and profits continue to be negatively affected by the higher interest rates and a softer residential real estate market in Canada. This softening trend in the market is expected to continue until there is some certainty around economic conditions and interest rates. Similar to commercial real estate, there are some early signs of improvement in the residential real estate industry.
- Commodity Information revenues were up 3.9% as compared to the same quarter in the prior year.
  - GFM had revenue growth in the first quarter, mainly from the Advancing Women in Agriculture Conference and growth in digital revenue streams. Print advertising revenues were up during the quarter due to the timing of publishing certain products; however, print revenues overall continued to decline from lower demand for print advertising products and agricultural specific industry consolidation resulting in fewer advertisers.
  - The Northern Miner Group's revenues were down for the quarter as the challenging mining industry persists.
- Local Digital Media advertising and services revenues were up 17.5% as 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 revenues were down 22.1% as compared to the same quarter in the prior year. During the first quarter, the Company completed two separate transactions that resulted in three operations prospectively being accounted for as joint ventures, compared to previously being included in the consolidated revenue. The change in accounting for these transactions resulted in the majority of the revenue decrease when compared to the same quarter in the prior year.
  - Print revenues will continue to decline as consumers and advertisers make the shift to digital offering. The decline in flyer distribution also resulted in lower revenues. Operating costs continue to be managed in response to the changes in revenue relating to the print industry. The federal government's Aid to Publishers and Special Measures for Journalism programs have helped to lengthen the life of the print publications.

Even with the economic downturn, the Company is optimistic that certain of its operations can and will continue to perform well in the long-term. The respective brands, market positions and value to customers have remained strong. The Company continues to focus on the long-term growth of its data and information and digital media operations. Strategic investment spending in the core areas of focus has resulted in lower operating profits in the short term, with the goal of improved and more robust product offerings over time. This investment spending has become more targeted to strictly necessary spending and will continue to be scaled back until economic recovery is more certain. The Company has implemented cost cutting measures that will take effect throughout 2023.

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.

Financial Position. As at March 31, 2023, the Company had a cash balance of $15.6 million and $7.4 million of non-recourse mortgages and loans (the majority of which relates to farm show land in Saskatchewan and Ontario).

The Company has net $5.5 million of deferred purchase price obligations to be paid over the next two years. This amount is net of contributions from minority partners. The Company has a $2.5 million vendor-take back receivable resulting from the sale of the Company's interest in Fundata, which was paid in the second quarter of 2023, and an estimated $0.9 million potential earn-out proceeds receivable over the next two years from the sale of the energy business.

Q1 2023 OPERATING RESULTS

REVENUE

Glacier's consolidated revenue for the period ended March 31, 2023, was $39.2 million compared to $42.2 million for the same period in the prior year, down 7.1%.

ENVIRONMENTAL AND PROPERTY INFORMATION

The Environmental and Property Information group generated revenue of $10.9 million for the period ended March 31, 2023, as compared to $12.1 million for the same period in the prior year, or a decrease of 9.6%.

ERIS and REW's revenues were negatively impacted as the result of higher interest rates and economic uncertainty affecting the commercial and residential real estate industry. This market trend is expected to continue into the second quarter of 2023. STP continued to benefit from increased sales of its new product offerings.

COMMODITY INFORMATION

The Commodity Information group generated revenue of $11.1 million for the period ended March 31, 2023, as compared to $10.7 million for the same period in the prior year, or an increase of 3.9%. GFM had revenue increases in the first quarter, mainly from a smaller event and growth in digital revenue streams. Print revenues are still being impacted overall by declining demand for print advertising and agricultural specific industry consolidation resulting in fewer advertisers. The Northern Miner Group's revenues were down for the quarter as the mining industry continues to be challenged.

COMMUNITY MEDIA

The Community Media Group generated $17.2 million of revenue for the period ended March 31, 2023, as compared to $19.4 million for the same period in the prior year, a decrease of 11.7%. The Company completed the sale of its printing assets into two new joint venture operations. From January 1, 2023, certain print community media operations were accounted for as joint ventures as the result of changes in the structure of the underlying shareholders agreements with the previous minority shareholders, and it was determined that Company no longer has the ability to exercise control. These transactions had the effect of reducing reported revenue as compared to the same period in the prior year and increasing equity earnings in the current period as compared to the same period in the prior year.

Print revenues were down 22.1%. Print media revenues are expected to continue to decline over time. Included in this decrease are the effects of the transactions mentioned above that resulted in three operations becoming joint ventures and associates, that were previously included in the consolidated revenue.
Partially offsetting the print declines was growth in digital media revenue. Local Digital Media advertising and services revenues were up 17.5%. 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, was $8.5 million for the period ended March 31, 2023, as compared to $12.2 million for the same period in the prior year. Gross profit decreased predominantly due to the decrease in revenues and increased costs in certain areas, mainly increased employee costs, and supply chain constraints compounding effects of reduced revenue.

Gross profit as a percentage of revenues ("gross profit margin") for the period ended March 31, 2023, was 21.7% as compared to 28.8% for the same period in the prior year. The decrease as compared to the comparative period is driven by the same factors affecting consolidated gross profit.

GENERAL & ADMINISTRATIVE EXPENSES

Glacier's consolidated general and administrative expenses were $10.8 million for the period ended March 31, 2023, up from $9.9 million for the same period in the prior year. The increase in administrative costs primarily related to investment spending in strategic development areas, which is mainly driven by increased personnel costs, the reallocation of costs within the operations between direct and administrative functions, the share-based compensation plan in certain business units, inflation affecting operating costs, and increased legal fees.

EBITDA

EBITDA was a loss of $2.2 million for the period ended March 31, 2023, as compared to positive EBITDA of $2.2 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".

INTEREST EXPENSE, NET

Glacier's consolidated net interest expense for the period ended March 31, 2023, was $0.3 million as compared to $0.4 million for the same period in the prior year. The decrease relates to a mix of increased interest income and lower interest expense. The Company extinguished a small mortgage on January 1, 2023, causing interest expense on debt to decrease. Certain leases are now recorded within the earnings from joint ventures and associates where previously included in interest expense on leases.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expenses were $3.0 million flat to the same period in the prior year. The rate of depreciation and amortization is keeping pace with capital expenditures.

LOSS ON DISPOSAL

The Company recorded a loss on disposal of $6.0 million for the period ended March 31, 2023. During the first quarter, the Company completed two separate transactions that resulted in three operations becoming joint ventures, that were previously included in the consolidated results.

The Company completed the sale of its printing assets into two new joint venture operations resulting in a net loss on disposal of $3.3 million.

As the result of changes in the structure of the underlying shareholders agreements with the previous minority shareholders of certain print community media operations, it was determined that the Company no longer has the ability to exercise control over these operations. As such, the Company recorded a deemed disposition of the controlling interest in the subsidiaries and acquired an investment in the joint venture operations at fair market value resulting in a net loss on disposal of $2.7 million.

RESTRUCTURING AND OTHER EXPENSES (INCOME) (NET)

Restructuring and other expenses (net) for the period ended March 31, 2023, was $0.3 million as compared to income of $0.5 million for the same period in the prior year. Restructuring and other expenses (income) (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, 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"), Alta Newspaper Group LP and Swift Current Holdings LP, Kodiak Press LP and Estevan Press LP, decreased by $0.3 million as compared to the same period in the prior year. The decrease is the result of lower net income in the joint ventures and associates, which was partially offset by the addition of joint venture investments acquired during the period.

Effective January 2023, Alta Newspaper Group LP and Swift Current Holdings LP were accounted for as joint ventures as the result of changes in the structure of the underlying shareholders agreements with the previous minority shareholders, and it was determined that Company no longer has the ability to exercise control. These entities which in past years were consolidated, were equity accounted effective January 1, 2023, and their earnings were recorded within equity earnings for the period ended March 31, 2023.

In February 2023, the Company completed the sale of its printing assets into two new joint venture operations. These joint ventures were entered into to extend the profitability of these operations.

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	
(thousands of dollars)	March 31, 2023	December 31, 2022
	$	$
Assets	42,587	34,446
Liabilities	12,942	10,852
Net assets	29,645	23,594

	Three months ended March 31,	
(thousands of dollars)	2023	2022
	$	$
Revenues	10,803	7,564
EBITDA	706	810
Net income for the period	98	369

NET (LOSS) INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

Net (loss) income attributable to non-controlling interest decreased $4.5 million mainly due to lower operating results in entities with non-controlling interests. Additionally, the Company completed a transaction in which a previously consolidated operation with non-controlling interests became a joint venture.

NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS

For the period ended March 31, 2023, net loss attributable to common shareholders was $5.2 million as compared to $0.7 million for the same period in the prior year. The change resulted from i) lower operating results of $4.5 million, ii) a $6.0 million non-cash loss on disposal (from the two separate transactions that resulted in three operations becoming joint ventures, that were previously consolidated), iii) restructuring and other expenses (income) (net) increasing by $0.8 million, iv) lower share of earnings from joint ventures and associates of $0.3 million, and v) an increased loss attributable to non-controlling interests of $4.5 million. This was partially offset by i) lower interest expense (net) for $0.1 million, ii) lower depreciation and amortization expense of $0.1 million, and iii) higher income tax recovery of $2.3 million.

OTHER COMPREHENSIVE INCOME (LOSS) (NET OF TAX)

For the period ended March 31, 2023, Glacier recognized other comprehensive income (net of tax) of less than $0.1 million. The income related to the mix of actuarial losses 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 cash used of $1.3 million (before changes in non-cash operating accounts) for the period ended March 31, 2023, as compared to cash generated of $3.1 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, consistent with the same period in the prior year. The majority of the current year expenditures relate the development and implementation of software websites and content, acquisition of data and technology, hardware, and leasehold improvements. Prior year capital expenditures primarily relate to the development and implementation of software and websites, content development, data and technology and leasehold improvements.

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 $68.1 million. The affiliate has filed notices of objection with the CRA and provincial taxing authorities and has substantially paid the required deposits, which have 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, 2023 and 2022:

(thousands of dollars) except share and per share amounts	Three months ended March 31, 2023	2022
Revenue	$ 39,218	$ 42,232
Gross profit [2]	$ 8,515	$ 12,175
Gross margin	21.7%	28.8%
EBITDA [1]	$ (2,241)	$ 2,240
EBITDA margin [1]	(5.7%)	5.3%
EBITDA per share [1]	$ (0.02)	$ 0.02
Net loss attributable to common shareholders	$ (5,217)	$ (666)
Net loss attributable to common shareholders per share	$ (0.04)	$ (0.01)
Cash flow from operations	$ (1,348)	$ 3,140
Cash flow from operations per share	$ (0.01)	$ 0.02
Capital expenditures	$ 1,077	$ 1,092
Total assets	$ 222,622	$ 271,949
Total non-current financial liabilities	$ 20,797	$ 26,832
Equity attributable to common shareholders	$ 149,419	$ 177,389
Weighted average shares outstanding, net	132,329,984	132,755,559

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

The main factors affecting the comparability between years include:

- Operating performance of the Company's various business units and general market conditions during the reported years.
- Revenues continue to be impacted by declining print advertising revenue and the cyclical nature of certain of Glacier's businesses, including the fluctuating conditions in the mining and agriculture industry.
- Fluctuations in restructuring expenses including severance payments, transaction and transition expenses.
- In February 2023, the Company completed the sale of its printing assets into two new joint venture operations resulting in a non-cash loss on disposal of $3.3 million. These joint ventures were entered into to extend the profitability of these operations.
- In January 2023, Alta Newspaper Group LP and Swift Current Holdings LP were accounted as joint ventures as the result of changes in the structure of the underlying shareholders agreements with the previous minority shareholders, and it was determined that Company no longer has the ability to exercise control. These entities, which were consolidated in past years, were equity accounted effective January 1, 2023, and their earnings were recorded within equity earnings for the period ended March 31, 2023. The net effect of the disposal of the subsidiary investment and acquisition of the joint venture investment resulted in a non-cash loss of $2.7 million.

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 2023	Q4 2022	Q3 2022	Q2 2022
Revenue	$ 172,998	$ 39,218	$ 42,725	$ 47,920	$ 43,135
EBITDA [(1)]	$ (1,398)	$ (2,241)	$ (1,630)	$ 1,837	$ 636
EBITDA margin [(1)]	(0.8%)	(5.7%)	(3.8%)	3.8%	1.5%
EBITDA per share [(1)]	$ (0.01)	$ (0.02)	$ (0.01)	$ 0.01	$ 0.00
Net loss attributable to common shareholders	$ (34,104)	$ (5,217)	$ (25,753)	$ (748)	$ (2,386)
Net loss attributable to common shareholders per share	$ (0.26)	$ (0.04)	$ (0.19)	$ (0.01)	$ (0.02)
Cash flow from operations	$ 2,579	$ (1,348)	$ (1,681)	$ 3,586	$ 2,022
Cash flow from operations per share	$ 0.02	$ (0.01)	$ (0.01)	$ 0.03	$ 0.02
Capital expenditures	$ 4,930	$ 1,077	$ 1,327	$ 1,486	$ 1,040
Equity attributable to common shareholders	$ 149,419	$ 149,419	$ 150,933	$ 176,169	$ 177,245
Weighted average shares outstanding, net	132,557,757	132,329,984	132,396,635	132,503,804	132,601,956

	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 (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

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.
- Revenues continue to be impacted by declining print advertising revenue and the cyclical nature of certain of Glacier's businesses, including the fluctuating conditions in the mining and agriculture industry.
- Fluctuations in restructuring expenses including severance payments, transaction and transition expenses.
- In February 2023, the Company completed the sale of its printing assets into two new joint venture operations resulting in a non-cash loss on disposal of $3.3 million. These joint ventures were entered into to extend the profitability of these operations.
- In January 2023, Alta Newspaper Group LP and Swift Current Holdings LP were treated as joint ventures as the result of changes in the structure of underlying shareholders agreements with the previous minority shareholders, and it was determined that Company no longer has the ability to exercise control. These entities, which were consolidated in past years, were equity accounted effective January 1, 2023, and their earnings were recorded within equity earnings for the period ended March 31, 2023. The net effect of the disposal of the subsidiary investment and acquisition of the joint venture investment resulted in a non-cash loss of $2.7 million.
- In December 2022, the Company recorded an impairment charge of $15.5 million. There was no impairment charge in the year ended December 31, 2021.
- In December 2022, one of the Company's investments in joint ventures and associates took an impairment of goodwill, along with a valuation allowance on certain deferred tax assets, resulting in the Company

recording its share $13.8 million share of losses from joint ventures and associates. In December 2021, one of the Company's investments in joint ventures and associates took an impairment of goodwill and non-amortizing intangible assets, along with a valuation allowance on certain deferred tax assets, resulting in the Company recording $11.5 million share of losses from joint ventures and associates.

- In the third quarter of 2022, GFM's outdoor agricultural exhibition shows returned to full scale in-person shows after two years of scaled back virtual replacement shows as the result of COVID restrictions.
- In the second quarter of 2022, Company implemented a share-based compensation plan within certain subsidiary business units resulting in a non-cash implementation cost of $1.7 million.
- 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, and $1.2 million for the three months ended June 30, 2021. Other subsidies were also received, at varying levels throughout 2022, and 2021. Additionally, certain joint venture and associate entities also received CEWS and other government funding during these periods. There was no CEWS recorded in 2022 or 2023.

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, 2023	2022
Net loss attributable to common shareholders	$ (5,217)	$ (666)
Add (deduct):		
Non-controlling interests	$ (3,637)	$ 877
Interest expense, net	$ 295	$ 411
Depreciation and amortization	$ 2,972	$ 3,045
Loss on disposal	$ 5,982	$ -
Restructuring and other expenses (net)	$ 305	$ (488)
Share of earnings from joint ventures and associates	$ (98)	$ (369)
Income tax (recovery)	$ (2,843)	$ (570)
EBITDA [(1)]	$ (2,241)	$ 2,240
Weighted average shares outstanding, net	132,329,984	132,755,559
Net loss attributable to common share holders per share	$ (0.04)	$ (0.01)
EBITDA per share [(1)]	$ (0.02)	$ 0.02

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, 2023, Glacier had consolidated cash and cash equivalents of $15.6 million, current and long-term debt of $7.4 million, its share of net deferred purchase price obligations of $5.5 million to be paid over the next two years, and working capital of $18.1 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, consistent with the same period in the prior year. The majority of the current year expenditures relate the development and implementation of software websites and content, acquisition of data and technology, hardware, and leasehold improvements. Prior year capital expenditures primarily relate to the development and implementation of software and websites, content development, data and technology and leasehold improvements.

CHANGES IN FINANCIAL POSITION

	Three months ended March 31,	
(thousands of dollars)	2023	2022
	$	$
Cash (used in) generated from:		
Operating activities	(545)	4,719
Investing activities	(1,120)	(1,172)
Financing activities	(2,352)	(2,226)
(Decrease) increase in cash	(4,017)	1,321

The changes in the components of cash flows during the three months ended 2023 and 2022 are detailed in the consolidated statements of cash flows of the financial statements. The more significant changes are discussed below.

OPERATING ACTIVITIES

Glacier's cash flow from operations before changes in non-cash operating accounts was cash used of $1.3 million for the period ended March 31, 2023, as compared to cash generated of $3.1 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 from operations after changes in non-cash working capital was cash used of $0.5 million for the period ended March 31, 2023, as compared to cash generated of $4.7 million for the same period in the prior year.

INVESTING ACTIVITIES

Cash used in investing activities totalled $1.1 million for the period ended March 31, 2023, as compared to $1.2 million for the same period in the prior year. Investing activities included $1.1 million of capital expenditures, $1.2 million distributions received from joint ventures and associates, $1.2 million of net cash disposal of on disposal, $0.3 million of other net investing activities and $0.2 proceeds from disposal of assets.

FINANCING ACTIVITIES

Cash used in financing activities was $2.4 million for the period ended March 31, 2023, as compared to $2.2 million for the same period in the prior year. The Company made distributions to non-controlling interests of $0.9 million, repurchase of non-controlling interests of less than $0.1 million, repurchase of common shares through the NCIB of $0.2 million, interest paid on debt of $0.1 million, interest paid on lease liabilities of $0.1 million, net repayment of debt of $0.2 million and principal payment of lease liabilities of $0.9 million.

OUTSTANDING SHARE DATA

As at March 31, 2023, there were 131,191,598 common shares and 1,115,000 share purchase warrants outstanding.

The Company had 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. Between January 1, 2023, and March 31, 2023, the Company repurchased 437,831 common shares at an average share price of $0.34 per share. Between April 1, 2023, and May 10, 2023, the Company repurchased 60,000 common shares.

As at May 10, 2023, there were 131,131,598 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, 2023, 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	2023	2024	2025	2026	2027	Thereafter
	$	$	$	$	$	$	$
Debt	7,426	262	7,164	-	-	-	-
Undiscounted lease liabilities	11,330	3,764	2,828	1,485	892	662	1,699
	18,756	4,026	9,992	1,485	892	662	1,699

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, 2023, and 2022.

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 2022 Annual Report and can be found on SEDAR. The discussion is applicable for the period ended March 31, 2023.

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, 2023, which materially affected, or are reasonably likely to materially affect, the Company's ICFR.

GLACIER MEDIA INC.
CORPORATE INFORMATION

BOARD OF DIRECTORS
Bruce W. Aunger
Sam Grippo
Hugh McKinnon
Mark Melville
Geoffrey L. Scott

OFFICERS
Sam Grippo, Chairman
Mark Melville, 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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