Morguard | CORPORATION

55 City Centre Drive
Suite 1000
Mississauga, Ontario
L5B 1M3

Annual Information Form

March 7, 2012

Morguard
CORPORATION
FINANCIAL
INVESTMENTS
REIT
RESIDENTIAL
REVENUE PROPERTIES

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FORWARD-LOOKING STATEMENTS DISCLAIMER

Statements contained herein that are not based on historical or current fact, including without limitation statements containing the words "anticipates," "believes," "may," "continue," "estimate," "expects," and "will" and words of similar import constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, both nationally and in the regions in which the Company operates; changes in business strategy or development/acquisition plans; environmental exposures; financing risk; existing governmental regulations and changes in, or the failure to comply with, governmental regulations; liability and other claims asserted against the Company; and other factors referred to in the Company's filings with Canadian securities regulators. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not assume the obligation to update or revise any forward-looking statements.

ITEM 1 CORPORATE STRUCTURE

1.1 Corporate Structure of the Issuer

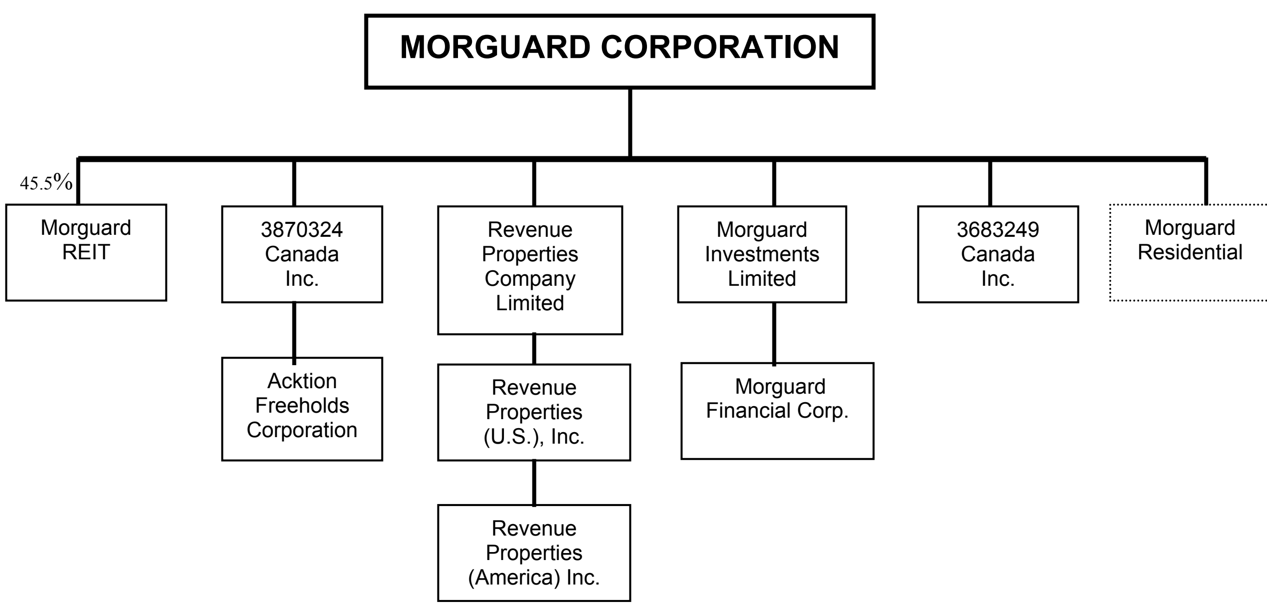
Morguard Corporation ("**Morguard**" or the "**Company**"), was formed by articles of amalgamation under the *Canada Business Corporations Act* ("**CBCA**") on December 29, 2008 as a result of the amalgamation of Morguard Corporation and its wholly-owned subsidiaries, Morguard Investments (Alberta) Limited (federally continued on December 16, 2008), Goldlist Developments Inc. (incorporated on February 1, 1995), Devan Properties Ltd. (amalgamated on August 12, 1999), 3391361 Canada Inc. (incorporated on July 10, 1997) and 3555984 Canada Ltd. (incorporated on November 23, 1998). It had previously been formed by articles of amalgamation under the CBCA on January 1, 2007 as a result of the amalgamation of Morguard and its wholly-owned subsidiaries, Morguard Residential Inc. (federally continued on December 15, 2006), Acktion Capital Corporation (incorporated on July 10, 1997), 3391345 Canada Inc. (incorporated on July 10, 1997) and Orange Properties Ltd. (incorporated on July 27, 1990). Morguard was originally formed by articles of amalgamation on November 30, 1996 as Acklands Limited, later changing its name by articles of amendment to Acktion Corporation (July 18, 1997) and then Morguard Corporation (June 13, 2002). Morguard Residential has been registered and continues to be used as a business name by Morguard.

The registered office of the Company is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

All information contained in this Annual Information Form is presented as at March 7, 2012 unless otherwise specified.

1.2 Intercorporate Relationships

The following chart illustrates the relationship between the Company and its material subsidiaries, all of which are 100% owned unless otherwise stated:



Morguard Corporation:	A Federal corporation that is a reporting issuer listed on the Toronto Stock Exchange (TSX: MRC).
Morguard Real Estate Investment Trust:	A public closed-end real estate investment trust governed by the laws of Ontario whose units are traded on the Toronto Stock Exchange (TSX: MRT.UN) ("**Morguard REIT**"). Morguard REIT, at December 31, 2011, owned retail, office and industrial properties consisting of approximately 8.5 million square feet of gross leaseable area ("GLA") located in major centres across Canada.
3870324 Canada Inc.:	A Federal corporation (formerly known as 0605000 Manitoba Inc.) which owns Acktion Freeholds Corporation.
Acktion Freeholds Corporation:	A Federal corporation (formerly known as McKerlie-Millen Inc.).
Morguard Residential:	Previously an Ontario Corporation which was amalgamated with Morguard on January 1, 2007 and continues to operate as a division of the Corporation ("**Morguard Residential**"). Morguard Residential has specialized in multi-unit residential real estate for over five decades, managing one of the largest portfolios in Canada.
Revenue Properties Company Limited:	An Ontario corporation which owns retail, office and apartment community properties consisting of approximately 4.1 million square feet of commercial gross leasable area and 3,414 apartment suites located in Canada and the southeastern United States ("**Revenue Properties**"). In fall 2008, Morguard completed a privatization of Revenue Properties resulting in 100% ownership and delisting from the TSX.
Revenue Properties (U.S.), Inc.:	A Delaware corporation.
Revenue Properties (America) Inc.:	A Delaware corporation which owns and manages properties in the southeastern United States.
Morguard Investments Limited:	An Ontario corporation. Morguard Investments Limited was established in 1975 and is one of Canada's premier real estate investment advisory and management companies.
Morguard Financial Corp.	Morguard Financial Corp. ("Morguard Financial") provides portfolio management services specializing in real estate equities and income-producing investments. Morguard Financial currently manages the CIBC Canadian Real Estate Mutual Fund and Morguard Sunstone Real Estate Income Fund (TSX-V: MSN.UN) for retail investors, the Morguard Real Estate Equities Fund for high net worth and institutional investors, and two balanced pension fund mandates.
3683249 Canada Inc.:	A Federal corporation.

ITEM 2 GENERAL DEVELOPMENT OF THE BUSINESS

Morguard is a real estate investment company whose principal activities include the acquisition and ownership of commercial and multi-unit residential real estate properties. Morguard is also one of Canada's premier real estate investment advisors and management companies, representing major institutional and private investors. The Company's common shares are publicly traded and listed on the Toronto Stock Exchange under the symbol "MRC". The Company's primary goal is to accumulate a portfolio of high-quality real estate assets and then deliver the benefits of such real estate ownership to shareholders.

The Company owns a diversified portfolio of office, industrial, retail and multi-unit residential properties through three core investments: Morguard REIT, Morguard Residential and Revenue Properties. These assets are located in major centres across eight Canadian provinces and four states in the eastern United States.

Morguard's strategy is to acquire or develop a diversified portfolio of commercial and multi-unit residential real estate assets for both its own accounts and for its institutional clients. Diversification of the portfolio by both product type and geographic location works to reduce investment risk. The Company will divest itself of non-core assets when proceeds can be re-invested to improve returns.

A primary element of the Company's business strategy is to generate stable and increasing cash flow and asset value by improving the performance of its real estate investment portfolio and by acquiring or developing real estate properties in sound economic markets. The Company's business strategy consists of the following elements:

- Increase property values and cash flow through aggressive leasing of available space, and space becoming available.
- Increase portfolio of third-party assets under management.
- Take advantage of long-standing relationships with national and regional tenants.
- Target and execute redevelopment and expansion projects that will generate substantial returns.
- Pursue opportunities to acquire or develop strategically located properties.
- Minimize operating costs by utilizing internalized functions, including property and asset management, leasing, finance, accounting, legal and information technology services.
- Dispose of properties where the cash flows and values have been maximized.

The general development of the Company's business over the past three years is outlined below.

Year-Ended December 31, 2009

The Company acquired a 51% interest in a newly formed entity that owns 13 residential condominium units in New Jersey, U.S. on July 26, 2009.

Morguard successfully completed several financings throughout the year ended December 31, 2009. On July 1, 2009, Morguard completed the refinancing of a Canadian retail property in the amount of $40 million at an interest rate of 6.59% for a five-year term. On July 31, 2009, the Company completed the refinancing of two Canadian multi-unit residential properties at an interest rate of 4.16% for a term of five years and on August 19, 2009, the Company completed the refinancing of an additional Canadian multi-unit residential property at an interest rate of 3.96% for a term of five years.

In September 2009, Morguard REIT completed the issuance of $103.5 million aggregate principal amount of 6.50% convertible unsecured subordinated debentures due September 30, 2014. The debentures are listed on the Toronto Stock Exchange under the symbol MRT.DB.

On December 15, 2009, Morguard REIT, together with a major Canadian pension fund, acquired 77 Bloor Street West, a twenty-one storey Class A office building located on the southwest corner of Bloor Street West at Bay Street. The building contains 370,000 square feet of leasable area and two levels of underground parking.

Year-Ended December 31, 2010

On November 30, 2010 Morguard announced the initial close at $80 million of the MIL Industrial Fund II LP as part of its Family of Funds series. The investment objective for MIL Industrial Fund II LP is to hold a core industrial portfolio that will produce stable, attractive income yields while holding the potential for capital appreciation. This core industrial fund has an equity target of $100 million and will identify investment opportunities located in all major Canadian markets.

In June, 2010, Morguard disposed of a 50% interest in Prairie Mall, a market dominant, single level enclosed regional shopping centre located in Grande Prairie, to Morguard REIT. Prairie Mall is anchored by a 112,500 square foot Zellers department store and contains in aggregate 300,000 square feet of leasable area.

On July 30, 2010, Morguard, together with Morguard REIT, acquired Place Innovation, a four-building interconnected office complex, located within Technoparc Montreal, the largest technology park in Canada, in the Montreal borough of Saint-Laurent, Quebec. The property contains 890,000 square feet of leasable area located on a 126 acre site which includes 56 acres of land available for future development.

During the year-ended December 31, 2010, 905,850 common shares were repurchased through the Company normal course issuer bid for cash consideration of $40.5 million.

Year-Ended December 31, 2011

The valuation of Morguard REIT's investment properties for it's opening balance sheet as at January 1, 2010, in accordance with its transition to International Financial Reporting Standards ("IFRS"), increased the carrying value of the Trust's income properties and income properties under development by approximately $400 million to $1.7 billion. This $1.7 billion value compares to the historical cost amount under Canadian generally accepted accounting principles ("GAAP") of $1.3 billion as of January 1, 2010.

The valuation of Morguard's investment properties for it's opening balance sheet as at January 1, 2010, in accordance with its transition to IFRS, increased the carrying value of Morguard's income properties and properties under development increased by approximately $500 million to $2.1 billion. This $2.1 billion value compares to the historical cost amount under Canadian GAAP of $1.6 billion as at January 1, 2010.

On February 28, 2011, Morguard acquired Boynton Town Centre, a newly constructed 408,700 square foot community shopping centre in the city of Boynton Beach, Florida. The property is anchored by a 184,700 square foot SuperTarget (shadow anchor), Michael's, Best Buy, and Total Wine & More.

In December 2011, Morguard REIT acquired a fifty percent (50%) interest in Petroleum Plaza, an office complex consisting of two thirteen storey towers with a net leasable area of 304,000 square feet located in downtown Edmonton, Alberta. The Alberta Government leases approximately 95% of the property's rentable area under a lease which expires on December 31, 2020.

Also in December 2011, Morguard REIT acquired a fifty percent (50%) interest in Citadel West, a seven storey office complex with a net leaseable area of 78,300 square feet located in the beltline district of Calgary, Alberta. The property is leased in its entirety to a major Canadian engineering services organization under a lease which expires in January, 2017.

Outlook

2011 was a year of economic turmoil and uncertainty across much of the globe caused primarily by the ongoing sovereign debt crisis in Europe and concerns over the slow pace of recovery in the U.S. Despite the bleak international picture, the Canadian economy held its own through the year and our real estate markets remained surprisingly strong.

Canada's GDP is estimated to have grown by 2.3% in 2011, which though at a slower pace than the 3.2% growth achieved in 2010, remains among the highest in the G7 countries. While the overall results were positive, the Canadian economy slowed markedly in the second half of the year and the growth outlook for 2012 appears subdued. In the capital markets, the TSX index ended the year down 11%, but the TSX REIT Index generated a total return of nearly 22% and was the best-performing sector of the market, reflecting the strength of the Canadian real estate markets. Canadian property markets experienced a very strong year in

2011. Capitalization rates continued to compress and property values increased, driven in large part by record low interest rates, abundant available capital, and aggressive competition among investors for acquisition opportunities.

In the markets for space, occupancy levels rose in all major centres in Canada and across all product types. Multi-unit residential occupancy levels were strong in our Canadian and U.S. markets. Retail continued to be the top-performing product class, registering positive sales growth (particularly in western Canada) and experiencing an influx of new tenant demand from US retailers. In the office sector, the Calgary and Toronto markets registered very strong performances as they successfully absorbed the significant new supply that had been delivered to the market in 2010-2011.

The Company remains cautiously optimistic in its outlook for 2012 and expects to achieve growth in earnings and funds from operations mainly as a result of growth in core operations and due to acquisitions.

ITEM 3 NARRATIVE DESCRIPTION OF THE BUSINESS

3.1 The Real Estate Segment

Morguard Corporation is a real estate investment company whose principal activities include the acquisition and ownership of commercial and multi-unit residential real estate properties. Morguard is also one of Canada's premier real estate investment advisors and management companies, representing major institutional and private investors. The Company's common shares are publicly traded and listed on the Toronto Stock Exchange under the symbol "MRC". The Company's primary goal is to accumulate a portfolio of high-quality real estate assets and then deliver the benefits of such real estate ownership to shareholders.

The Company owns a diversified portfolio of 101 multi-unit residential, retail, office and industrial properties located across Canada and in the southeastern United States. The Company also owns a 50% undivided interest in one hotel property and owns interests in 122 acres of developable land. The composition of the Company's real estate assets by asset type as at December 31, 2011, was as follows:

Type	Number of Properties	GLA Square Feet (000s)	Apartment Suites	**Real Estate Properties (000s)**	**December 31, 2011 Net operating income (000s)**
Multi-unit residential-Canada	18	-	6,723	**$932,092**	**$52,007**
Multi-unit residential-U.S.	18	-	3,785	**262,144**	**16,749**
Retail-Canada	9	1,588	-	**422,908**	**30,932**
Retail-U.S.	16	2,576	-	**319,357**	**21,654**
Office and industrial	40	2,937	-	**599,613**	**41,809**
Properties and land held for and under development	-	-	-	**75,410**	**-**
Total	**101**	**7,101**	**10,508**	**$2,611,524**	**$163,151**

Portfolio Composition by Type

The Company's Canadian multi-unit residential portfolio comprises 16 high-rise buildings and two low-rise buildings located primarily throughout the Greater Toronto Area. The U.S. multi-unit residential portfolio consists of 18 low-rise, garden-style communities located in Alabama, Florida, Louisiana and New Jersey. The combined multi-unit residential portfolio represents 10,508 units.

The Company's Canadian retail portfolio comprises ownership interests in three enclosed shopping malls, a 20.7% interest in a regional shopping mall, four neighbourhood retail centres and a mixed-use property located in downtown Toronto, Ontario. The U.S. retail portfolio consists of two enclosed shopping malls and 14 neighbourhood retail centres located in Florida and Louisiana. The combined retail portfolio represents 4.2 million square feet of gross leasable area ("GLA").

The Company's office portfolio is focused on well-located, high-quality office buildings in major urban centres primarily located throughout the Greater Toronto Area, downtown Ottawa, Ontario and Montreal, Quebec. The portfolio is a mix of single-tenant buildings and multi-tenant properties. The Company's industrial portfolio comprises 25 properties located throughout Ontario, Quebec and British Columbia. The total office and industrial portfolio represents 2.9 million square feet of GLA.

A detailed property listing can be found in the 2011 Annual Report of the Company available at www.sedar.com and www.morguard.com .

Advisory Services Business

The Company, through its wholly owned subsidiary, Morguard Investments Limited ("MIL"), provides real estate management services to Canadian institutional investors. Services include acquisitions, development, dispositions, leasing, performance measurement, and asset and property management. For almost 35 years, MIL has positioned itself as one of Canada's leading providers of real estate portfolio and asset and property management services. As of December 31, 2011, MIL's managed portfolio (excluding Morguard's corporately owned assets and assets owned by Morguard REIT) of retail, office and industrial properties consisted of approximately 41 million square feet of GLA and had an estimated value in excess of $6.5 billion.

Morguard Real Estate Investment Trust

As at December 31, 2011, the Company owned a 44.8% (December 31, 2010 – 45.5%) interest in Morguard Real Estate Investment Trust ("Morguard REIT"). Morguard REIT is an unincorporated "closed-end" Trust, governed by the laws of the Province of Ontario. Morguard REIT's units are publicly traded and listed on the Toronto Stock Exchange under the symbol MRT.un. As at December 31, 2011, Morguard REIT owned a diversified real estate portfolio of 53 retail, office and mixed-use properties consisting of approximately 8.5 million square feet of GLA located in the provinces of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba and Quebec. The composition of Morguard REIT's real estate assets by asset type as at December 31, 2011, was as follows:

Type	Number of Properties	GLA Square Feet (000s)	**Real Estate Properties (000s)**	**December 31, 2011 Net Operating Income (000s)**
Retail	20	4,296	**$1,221,328**	**$79,016**
Office	24	3,236	**826,281**	**49,456**
Other	9	934	**71,475**	**5,307**
Total	**53**	**8,466**	**$2,119,084**	**$133,779**

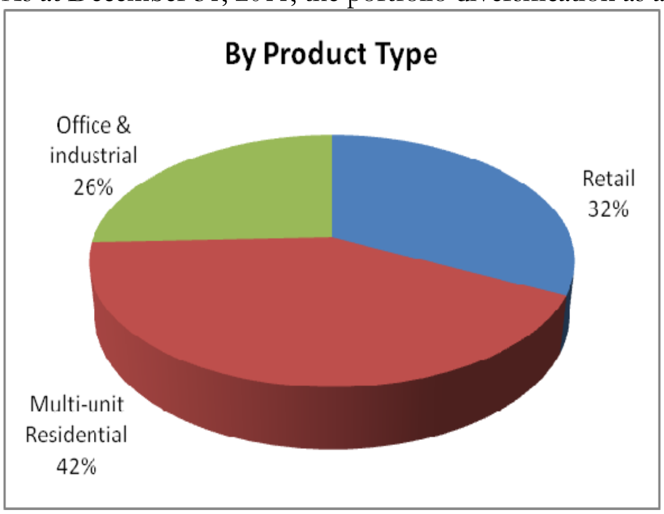
3.2 Risks and Uncertainties

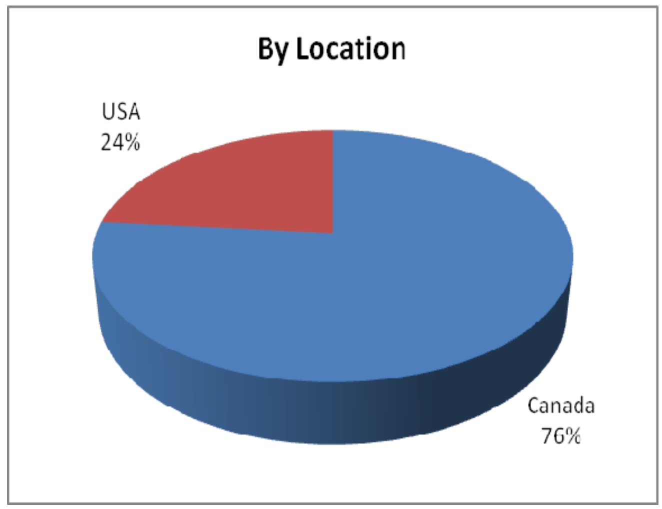
All investment properties are subject to a degree of risk and uncertainty. Income from real estate assets is affected by various factors, including general economic conditions and local market circumstances. Local business conditions such as oversupply of space or a reduction in demand particularly affect income property investments. The following are business risks the Company expects to face in the normal course of its operations and management's strategy to reduce the potential impact.

Operating Risk

Real estate has a high fixed cost associated with ownership and income lost due to vacancies cannot easily be minimized through cost reduction. Tenant retention is critical to maintaining occupancy levels. Through well-located and professionally managed properties, management seeks to increase tenant loyalty and become the landlord of choice. Morguard reduces operating risk through diversification. The Company diversifies its portfolio by tenants, lease maturities, product and location.

As at December 31, 2011, the portfolio diversification as a percentage of net operating income is as follows:





Financing Risk

The Company is subject to the risks associated with debt financing, including the risk that mortgages and credit facilities secured by the Company's properties will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing indebtedness. To minimize this risk, Morguard has structured its debt maturities over a number of years and has negotiated fixed interest rates on all of its mortgages payable, with the exception of three mortgages with a floating rate. To mitigate the interest rate risk on the refinancing of these mortgages, the Company entered into three interest rate swap transactions to acquire a fixed rate over the floating rate.

Credit Risk

The Company's primary business is the ownership and operation of multi-unit residential, retail and office properties. The income stream, generated by tenants paying rent, can be affected by general and local economic conditions and by a change in the credit and financial stability of tenants. Examples of other local conditions that could adversely affect income include oversupply of space or reduced demand for rental space, the attractiveness of the Company's properties compared to other space and fluctuation in real estate taxes, insurance and other operating costs. The Company may be adversely affected if tenants become unable to meet their financial obligations under their leases.

Retail shopping centres traditionally rely on anchor tenants (department stores, junior department stores or grocery stores) as a source of significant revenue and in terms of generating traffic for the mall. Accordingly, the risk is present that an anchor tenant will move out or experience a failure, which would have a negative impact on the subject property.

The Company's largest tenant is the Government of Canada and its related agencies, which, combined, accounted for approximately $14,190 or 4.78% of 2011 property revenues. Based on 2011 revenues, no other tenant contributes more than 2% of property revenues.

Acquisition and Development Risk

The Company's investment criteria are focused on well-located assets, with minimal leasing exposure in the short term and tenants with strong covenants. To mitigate development risk, the Company's development criteria for greenfield development emphasizes prudent selection of development sites, minimal land banking and an adequate level of leasing prior to commencing construction. To further reduce risk, Morguard attempts to have interim financing and fixed construction contracts in place at the outset of any development.

Environmental Risk

As an owner and manager of real property, the Company is subject to various laws relating to environmental matters. These laws impose liability for the cost of removal and remediation of certain hazardous materials released or deposited on properties owned or managed by the Company or on adjacent properties. As a result, Phase 1 assessments are completed prior to the acquisition of any property. Once the property is acquired, environmental assessment programs ensure continued compliance with all laws and regulations governing environmental and related matters. Morguard's management is responsible for ensuring compliance with environmental legislation and is required to report quarterly to the board of directors. The Company has certain properties that contain hazardous substances, and management has concluded that the necessary remediation costs will not have a material impact on its operations. The Company has obtained environmental insurance on certain assets to further manage risk.

Commercial Lease Rollover Risk

Lease rollover risk results from the possibility that the Company may experience difficulty in renewing leases as they expire or in re-leasing space vacated by a tenant upon expiry. Management attempts to stagger the lease expiry profile so that the Company is not exposed to disproportionate amounts of space expiring in any one year as set out in Table 15. Management further mitigates this risk by maintaining a diversified portfolio mix by both asset type and geographic location.

Lease Expiries

Summary of Lease Expiries as at December 31, 2011		**2012**		**2013**		**2014**	
	Total Sq. Ft.	**Sq. Ft.**	**%**	**Sq. Ft.**	**%**	**Sq. Ft.**	**%**
Retail	4,165	449	11	484	12	424	10
Office	2,402	146	6	177	7	141	6
Industrial	536	54	10	90	17	60	11
Total	7,103	649	9	751	11	625	9

Foreign Exchange Risk

At December 31, 2011, the Canadian dollar value was US 98.33 cents compared to US 100.54 cents a year earlier. The average exchange rate for the year was US 101.10 cents compared to US 97.06 cents in 2010. The strengthening of the Canadian dollar during 2011 resulted in an unrealized foreign currency translation gain of approximately $4,164 recognized in other comprehensive income.

Risk of Natural Disasters
In the past, and prior to the Company's acquisition of the U.S. portfolio, the Company's U.S. properties sustained storm damages from the succession of hurricanes Katrina, Rita and Gustav. While the Company has insurance to cover a substantial portion of the cost of such events, our insurance includes deductible amounts, and certain items may not be covered by insurance. The Company's operations and properties may be significantly affected by future hurricanes or other natural disasters. Future hurricanes or other natural disasters may cause us to lose rent and incur additional storm cleanup costs. Any of these events might have a materially adverse impact on our results of operations and financial condition.

Risk of Loss Not Covered by Insurance
The Company generally maintains insurance policies related to our business, including casualty, general liability and other policies covering our business operations, employees and assets; however, the Company would be required to bear all losses that are not adequately covered by insurance, as well as any insurance deductibles. In the event of a substantial property loss, the insurance coverage may not be sufficient to pay the full current market value or current replacement cost of the property. In the event of an uninsured loss, the Company could lose some or all of its capital investment, cash flow and anticipated profits related to one or more properties. Although the Company believes that our insurance programs are adequate, assurance cannot be provided that the Company will not incur losses in excess of insurance coverage or that insurance can be obtained in the future at acceptable levels and reasonable cost.

Risk Related to Insurance Renewals
Certain events could make it more difficult and expensive to obtain property and casualty insurance, including coverage for terrorism. When our current insurance policies expire, the Company may encounter difficulty in obtaining or renewing property or casualty insurance on our properties at the same levels of coverage and under similar terms. Such insurance may be more limited and, for catastrophic risks (e.g., earthquake, hurricane, flood and terrorism), may not be generally available to fully cover potential losses. Even if the Company is able to renew our policies at levels and with limitations consistent with our current policies, the Company cannot be sure that we will be able to obtain such insurance at premium rates that are commercially reasonable. If the Company was unable to obtain adequate insurance on our properties for certain risks, it could cause us to be in default under specific covenants on certain of our indebtedness or other contractual commitments we have that require us to maintain adequate insurance on our properties to protect against the risk of loss. If this were to occur or if the Company were unable to obtain adequate insurance and our properties experienced damages that would otherwise have been covered by insurance, it could adversely affect our financial condition and the operations of our properties.

Relative Liquidity of Real Estate
Real estate is not considered to be a liquid investment, as it requires a reasonable sales period and normal market conditions to generate multiple bids to complete the sales process. The characteristics of the property being sold and general and local economic conditions can affect the time required to complete the sales process.

Significant competition exists that may decrease the rental rates and occupancy rates of the Company's properties. The Company competes with many other real estate entities, major retailers and commercial developers. Some of these entities develop their own malls and community shopping centres that compete for tenants. New shopping centres or new multi-residential properties with more convenient locations or lower rental rates may cause tenants to leave the Company's properties or may give cause for tenants to renew their leases on terms less favourable to the Company.

ITEM 4 DIVIDEND POLICY

The declaration and payment of dividends on Morguard's common shares are at the discretion of the Board of Directors, which has historically supported a stable and consistent dividend policy. On June 13, 2002, the Company changed its dividend policy from a semi-annual to a quarterly payment and the annual dividend was increased 12%, from $0.50 to $0.56 per share. Then, on November 7, 2008, the Company further increased its dividend to $0.60 annually – an approximately 7% change. A complete record of dividends paid on the common shares for the past three years is as follows:

	2011	2010	2009
Per common share	**$0.60**	$0.60	$0.60
Total	**$7,777,000**	$8,009,000	$8,398,000

ITEM 5 DESCRIPTION OF CAPITAL STRUCTURE

The following is a description of the material rights, privileges, restrictions and conditions attached to the authorized preference shares ("**Preference Shares**") and common shares ("**Common Shares**"). This summary is qualified in its entirety by the full text of such attributes contained in the articles of the Company.

Currently the authorized share capital of the Company consists of an unlimited number of Preference Shares, issuable in series, of which none have been issued to date, and an unlimited number of Common Shares, of which 12,904,924 Common Shares were issued and outstanding as of March 7, 2012.

Preference Shares

The board of directors of the Company may issue Preference Shares at any time and from time to time in one or more series. Prior to issuance of a particular series, the board of directors may determine, subject to the limitations set out in the articles, the designation, preferences, rights, conditions, restrictions, limitations or prohibitions to attach to the shares of such series including the rate or rates, the dates of payment thereof, the redemption price and terms and conditions of redemption, conversion rights (if any) and any sinking fund or other provisions.

Preference Shares of each series shall be entitled to preference over the Common Shares with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other distribution of the assets among shareholders. Preference Shares of each series shall rank on parity with the preference of every other series with respect to priority in payment and distribution as outlined above.

The holders of Preference Shares shall not be entitled as such, except where specifically provided, to receive notice of or to attend any meeting of the shareholders of the Company or to vote at any such meeting unless and until the Company from time to time shall fail to pay dividends for a period aggregating two years on Preference Shares of any one series according to the terms thereof, but only so long as any of those dividends on Preference Shares are outstanding. The holders of Preference Shares shall be entitled to receive notice of meetings of shareholders of the Company called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof.

The approval of the holders of Preference Shares to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to Preference Shares as a class or to create Preference Shares ranking in priority to or on parity with Preference Shares may be given in such a manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by an affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preference Shares duly called for that purpose.

Common Shares

Subject to the prior rights provided to the holders of Preference Shares, if any, each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company and to vote thereat, except meetings at which only holders of a specified class of shares (other than Common Shares) or specified series of shares are entitled to vote. At all meetings at which notice must be given to the holders of Common Shares, each holder of Common Shares shall be entitled to one vote in respect of each Common Share held by the holder.

The holders of Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other of the shares of the Company, to receive any dividend declared by the Company and to receive the remaining property of the Company on a liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary.

ITEM 6 MARKET FOR SECURITIES

Common Shares of the Company are listed and posted for trading on the Toronto Stock Exchange under the symbol "MRC". During fiscal 2011the price of the Company's Common Shares traded from a low of $43.70 to a high of $77.50.

The following table sets forth the reported high and low trading prices and trading volumes of the Company's common shares as reported by the Toronto Stock Exchange for the year ended December 31, 2011.

	Price ($)		
Month	High	Low	Volume
January	58.96	43.70	111,268
February	60.00	56.00	49,558
March	61.01	55.32	94,167
April	64.03	60.05	70,288
May	74.45	59.00	124,403
June	75.93	69.00	74,952
July	75.00	71.45	70,523
August	74.98	65.60	139,686
September	73.00	65.16	75,803
October	72.00	67.51	66,646
November	77.50	70.75	53,430
December	77.15	72.00	64,192

ITEM 7 DIRECTORS AND OFFICERS

The directors and officers of the Company and their municipalities of residence and principal occupations are set forth below. Except as otherwise stated, during the past five years all officers and directors have been employed in various capacities by the Company or by the companies or firms indicated opposite their names.

Name and Municipality of Residence	Office	Date Elected as Director	Principal Occupation	Number of Common Shares Beneficially Owned, Directly or Indirectly
Beverley G. Flynn Toronto, Ontario	Secretary & General Counsel	-	Executive Officer of the Company	4,000
David A. King(2)(4) Victoria, British Columbia	Vice Chairman, Director	August 31, 1990	President, DKC Holdings Ltd.	93,356*
Wayne M. E. McLeod(1)(3) Toronto, Ontario	Director	May 6, 1997	Corporate Director / Consultant	5,902
Paul Miatello Toronto, Ontario	Chief Financial Officer	-	Executive Officer of the Company	10,514
Timothy J. Murphy(2)(3) Toronto, Ontario	Director	May 24, 2006	Lawyer, McMillan LLP	nil
Bruce K. Robertson(2)(4) Toronto, Ontario	Director	May 18, 2010	Corporate Director	8,500**
K. (Rai) Sahi(4) Mississauga, Ontario	Chairman, Chief Executive Officer, Director	August 31, 1990	Chief Executive Officer of the Company	6,665,499***
Leonard Peter Sharpe(1) (4) Toronto, Ontario	Director	November 2, 2010	Corporate Director	3,000
David J. Thomson(1)(3) Toronto, Ontario	Director	August 4, 2005	Corporate Director	1,100
Stephen Taylor Oakville, Ontario	Vice President	-	President, Morguard Investments Limited	23,524

(1) Member of Audit Committee
(2) Member of the Human Resources, Compensation & Pension Committee
(3) Member of the Corporate Governance & Nominating Committee
(4) Member of the Investment Committee
*In addition to his holdings in the Company, Mr. King holds 26,875 units of Morguard REIT
**In addition to his holdings in the Company, Mr. Robertson holds 23,700 units of Morguard REIT
***In addition to his holdings in the Company, Mr. Sahi holds 350,368 units of Morguard REIT

Paul Miatello was appointed Chief Financial Officer of the Company in 2007. He has previously held the positions of Vice President, Finance and Secretary of the Company and of Revenue Properties. Mr. Miatello had been an employee of Revenue Properties since 2000.

Bruce Robertson is Principal at Grandview Capital, a Canadian merchant bank. Mr. Robertson was previously Senior Managing Partner of Brookfield Asset Management, a specialty asset manager, where he served in number of senior management capacities.

Leonard Peter Sharpe also serves as a director of The Sunnybrook Foundation, among other boards. Mr. Sharpe previously served as President and Chief Executive Officer of The Cadillac Fairview Corporation Limited for over 10 years.

The term of office of each director expires at the close of each annual general meeting of shareholders of the Company. The following are committees of the board of Morguard: Corporate Governance and Nominating Committee; Audit Committee; Human Resources, Compensation and Pension Committee; and Investment Committee. The directors and officers of the Company, as a group, beneficially own, or exercise control or direction over 6,815,395 Common Shares representing approximately 52.81% of the issued and outstanding Common Shares of the Company.

ITEM 8 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Morguard is occasionally named as a party in various claims and legal proceedings which arise during the normal course of its business. The Company reviews each of these claims, including the nature of the claim, the amount in dispute or claimed and the availability of insurance coverage. Although there can be no assurance that any particular claim will be resolved in Morguard's favour, the Company does not believe that the outcome of any claims or potential claims of which it is currently aware will have a materially adverse effect on the Company, taken as a whole.

ITEM 9 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Form, the Company is not aware of any material interest of any current or proposed director or officer of the Company in any transaction since January 1, 2011 or in any proposed transaction that has materially affected or will materially affect the Corporation.

ITEM 10 TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Company is Computershare Trust Corporation of Canada having an address at 100 University, 11th floor, Toronto, Canada, M5J 2Y1.

ITEM 11 MATERIAL CONTRACTS

None noted.

ITEM 12 INTERESTS OF EXPERTS

Ernst & Young LLP ("E&Y"), the Company's external auditors, have prepared the audit report on the audited comparative consolidated financial statements of the Company as at and for the year ended December 31, 2011. E&Y is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

ITEM 13 AUDIT COMMITTEE INFORMATION

The Audit Committee is responsible for reviewing the Company's financial reporting policies and procedures, internal controls and performance of the Company's external auditors and subsequently reporting to the board of directors regarding these and other financial matters.

The Audit Committee is responsible for reviewing quarterly financial statements and the annual financial statements, and the accompanying management discussion and analysis of financial results, prior to their approval by the board of directors. The Audit Committee is also responsible for insurance risk management of the Company.

The Audit Committee charter sets out its purpose, responsibilities and duties, qualifications for membership, accountability and reporting to the board of directors. A copy of the Audit Committee charter is attached as Appendix "B".

The Audit Committee is comprised of three directors. The members of the Audit Committee are Wayne McLeod (Chair), David J. Thomson, and L. Peter Sharpe. Mr. McLeod, Mr. Thomson and Mr. Sharpe are independent directors. The following describes the relevant education and experience of the Audit Committee members.

Mr. McLeod is currently a corporate director and past Chairman of the Institute of Corporate Directors. Since retirement, Mr McLeod has become Chairman of two companies and has been a director on various public company boards. Mr. McLeod is a Chartered Accountant.

Mr. Sharpe is a corporate director and served as a senior executive with 25+ years of experience in the real estate industry in both a domestic and global commercial environment. Mr. Sharpe previously served as President and Chief Executive Officer of The Cadillac Fairview Corporation Limited for over 10 years and is currently a director of the Sunnybrook Foundation, board member of International Council of Shopping Centres, Multiplan)Rio de Janeiro, Brazil) and Postmedia Network Inc.

Mr. Thomson is a corporate director. Until 2004, Mr. Thomson was President of Great West Properties, Colorado where he was responsible for managing a $4.2 billion mortgage and real estate portfolio.

The Audit Committee has adopted a policy regarding the provision of non-audit services by the Company's external auditors. The policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires the Audit Committee's pre-approval of permitted audit and audit-related services. The policy specifies a number of services that are not permitted to be performed by the Company's external auditors, including the use of external auditors for financial information design and implementation assignments.

Additional information, including external auditor fees by category, is contained in the most recently released Management Information Circular of the Company.

ITEM 14 ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of securities, and securities authorized for issuance under equity compensation plans, is contained in the Management Information Circular for 2011 for the Company's annual meeting of shareholders.

Selected financial information is included in Appendix A to this Annual Information Form. Additional financial information is provided in the comparative financial statements for the fiscal year ended December 31, 2011 and in the annual management discussion and analysis of financial condition, contained in the Company's latest Annual Report, which is incorporated herein by reference.

You may access additional information relating to the Company, including the Company's disclosure documents, on SEDAR at www.sedar.com and on the Company's website at www.morguard.com.

Appendix A

Selected Annual Financial Information

As at December 31

(In thousands of dollars, except per share amounts)	**2011**	2010	2009(1)
Total revenue	**$391,145**	$363,836	$348,767
Net operating income	**163,151**	155,122	150,926
Fair value gains on real estate properties	**180,226**	73,578	n/a
Net income attributable to common shareholders	**288,026**	195,620	30,291
Per share – basic and diluted	**22.22**	14.42	2.16
Funds from operations	**128,609**	114,692	114,089
Per share – basic and diluted	**9.92**	8.46	8.12
Real estate properties, net	**2,611,524**	2,281,682	2,141,446
Investment in Morguard REIT	**529,859**	484,560	428,583
Total assets	**3,467,210**	3,007,962	2,804,505
Total long-term debt and bank indebtedness[2]	**1,385,803**	1,283,496	1,265,095
Debt to total assets (%)	**40.3**	42.9	45.07
Cash distributions received from Morguard REIT	**23,285**	23,060	23,283
Cash dividends paid	**7,705**	7,990	8,383
U.S. dollar to Canadian dollar exchange rates			
Average during the year	**0.9891**	1.0303	1.1420
At December 31	**1.0170**	0.9946	1.0510

(1) The income statement results are in accordance with Canadian GAAP and the balance sheet results are in accordance with January 1, 2010 IFRS results.

(2) Total long-term debt is defined as the sum of (i) mortgages, (ii) bank indebtedness and (iii) loan payable.

Appendix A

Quarterly consolidated financial information (audited)

(In thousands of dollars, except per share amounts)	**Total Revenue**	**Net Income Attributable to Common Shareholders**	**Per Share-Basic and Diluted**
December 31, 2011	**$ 104,993**	**$136,438**	**$10.53**
September 30, 2011	96,585	44,634	3.44
June 30, 2011	95,669	49,721	3.83
March 31, 2011	93,898	57,233	4.41
December 31, 2010	94,841	61,527	4.75
September 30, 2010	90,927	71,532	5.39
June 30, 2010	91,581	47,536	3.54
March 31, 2010	86,487	15,025	1.08

APPENDIX B
TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

I. PURPOSE

The primary function of the Audit Committee is to assist the board of directors (the "Board") of Morguard Corporation (the "Corporation") in fulfilling its financial oversight responsibilities by:

1. reviewing and approving the annual and quarterly financial statements, related management's discussion and analysis of financial conditions and results of operations ("MD&A"), annual and quarterly earnings press releases and other financial information before such information is disclosed by the Corporation to the public;
2. recommending the appointment and compensation of, and reviewing and appraising the audit efforts of, the Corporation's External Auditor;
3. providing a mechanism for dispute resolution among the External Auditor and management and the Board;
4. overseeing the work of the External Auditors, including the review of quarterly financial statements and/or MD&A by the Corporation's External Auditors; and
5. monitoring the Corporation's financial reporting processes and internal controls, the Corporation's processes to manage financial risk and the Corporation's compliance with legal and regulatory requirements.

In performing its duties, the Audit Committee will maintain effective working relationships, including engaging in full and frank discussions, with the Board, management, and the internal and External Auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the detailed responsibilities of Audit Committee membership as well as the Corporation's business, operations and risk. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. In discharging its responsibilities, the Audit Committee is not itself responsible for the planning or conduct of audits or for any determination that the Corporation's financial statements are complete and accurate or in accordance with Canadian generally accepted accounting principles.

II. EXTERNAL AUDITOR INDEPENDENCE

The Corporation's External Auditor is ultimately accountable to the shareholders through the Board and the Audit Committee. The Audit Committee's responsibilities regarding the independence of the External Auditor are identified under the heading "Duties, Powers and Responsibilities: External Audit".

III. COMPOSITION AND OPERATIONS

A. The Audit Committee shall be comprised of not less than three Directors, all of whom shall be independent and financially literate within the meaning of Multilateral Instrument 52-110 (as the same may be amended or replaced from time to time).

B. An Audit Committee member will be considered independent if he or she is free from any relationship that, in the view of the Board, could reasonably interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

C. All Audit Committee members shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that could reasonably be expected to be raised in the Corporation's financial statements.

D. Where the Board is required to fill a vacancy on the Audit Committee resulting from a death, disability or resignation, the member appointed to fill this vacancy is exempted from the requirement of being independent and financially literate for a period ending on the later of (i) the next annual meeting of the Corporation; and (ii) the date that is six months from the day the vacancy was created.

E. The Secretary to the Committee will be the Corporate Secretary or his or her delegate.

F. The Audit Committee shall meet at least once each quarter. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

G. The Corporation's internal auditor shall be entitled to receive notice of every meeting of the Audit Committee, and shall attend such meetings at the invitation of the Audit Committee. The External Auditor shall be entitled to receive notice of every meeting of the Audit Committee and to attend and be heard thereat. The Audit Committee expects that both the internal and External Auditors will have independent communication and information flow with it or the Committee Chair.

H. The Audit Committee may invite such officers, directors and employees of the Corporation as it may see fit, or any external counsel, from time to time to attend meetings of the Audit Committee and assist in the discussion and consideration of the duties of the Audit Committee. The Audit Committee shall have full authority to investigate any financial matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation.

I. The time at which and place where the meetings of the Audit Committee shall be held and the calling of meetings and the procedure in all things at such meetings shall be determined by the Audit Committee; provided that meetings of the Audit Committee shall be convened whenever requested by the External Auditor or any member of the Audit Committee in accordance with the Canada Business Corporations Act.

J. At least once each quarter, in the absence of any management representatives, the Audit Committee shall meet with both the Corporation's internal and external auditors ("in camera meetings").

K. The Audit Committee shall keep minutes of its meetings, which, once approved by the Audit Committee, shall be available as soon as possible to the Board and provided to each Director who so requests.

IV. DUTIES, POWERS AND RESPONSIBILITIES

There is hereby delegated to the Audit Committee the duties and powers specified in section 171 of the Canada Business Corporations Act and, without limiting these duties and powers, the Audit Committee shall be responsible for, among other things:

A. Financial Statements

(1) In the discussion of the external audit plan with the External Auditor and management, satisfy itself that both quantitative and appropriate risk factors have been taken into account in the determination of whether or not amounts or disclosures are material to financial statements.

(2) Review the annual audited financial statements and MD&A with management and the External Auditor prior to their submission to the Board for approval, and make a determination whether to recommend to the Board that the audited financial statements and MD&A be approved for inclusion in the Corporation's Annual Report.

(3) Satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the financial statements and periodically assess such procedures.

(4) Review, prior to their dissemination, the unaudited quarterly financial statements of the Corporation and other financial information with management and the External Auditor and, if satisfied that such statements and information conform to the accounting practices and standards of the Corporation, either recommend to the Board the approval, release and publication of such statements and information or, if so authorized by the Board, approve and authorize the release and publication of such statements and information. The Audit Committee shall also discuss the results of the External Auditor's review of the Corporation's quarterly financial statements. The Committee shall also review, and if so authorized by the Board, approve the quarterly MD&A.

(5) Review, prior to their dissemination, annual and quarterly earnings press releases.

(6) In the review of annual and quarterly financial statements, discuss the quality of the Corporation's accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the financial statements and the adequacy of internal controls. The Audit Committee shall also discuss the results of the annual audit, its quarterly reviews and any other matters required to be communicated to the Audit Committee by the External Auditor under Canadian generally accepted auditing standards applicable law or listing standards.

(7) Review the result of the External Auditor's audit of the Corporation's financial records, including the management letter, and report to the Board any matters that remain unresolved. Such review shall address any problems or difficulties the External Auditor may have encountered in connection with the annual audit or otherwise, including any restrictions on the scope of activities or access to required information, any disagreements with management regarding generally accepted accounting principles and other matters, material adjustments to the financial statements recommended by the External Auditor and adjustments that were proposed but "passed", regardless of materiality.

(8) Review periodically with management, the internal auditor and the External Auditor the effect of new or proposed regulatory and accounting initiatives on the Corporation's financial statements and other public disclosures and procedures.

(9) Review with the External Auditor (i) the Corporation's critical accounting policies and estimates, and (ii) any alternative treatments of financial information under Canadian generally accepted accounting principles that have been discussed with management.

B. Internal Controls

(1) Discuss with management, the internal auditor and the External Auditor the Corporation's major risk exposures (whether financial, operational or otherwise), the adequacy and effectiveness of the accounting and financial controls, and the steps management has taken to monitor and

control such exposures and manage legal compliance programs, among other considerations that may be relevant to their respective audits.

(2) Review with the Chief Financial Officer on an annual basis the Corporation's system of internal controls, control culture, and risk assessment and control activities.

C. Internal Audit

(1) Communicate directly with the internal auditors.

(2) Review with management, the External Auditor and the internal auditor, audit scope, audit plans, activities and staffing of the internal audit function.

(3) Review with management, the External Auditor and the internal auditor, the internal auditor's periodic activity reports.

(4) Review on an annual basis the experience and qualifications of the senior members of the internal auditors and the overall effectiveness of the internal audit function including comparison with external benchmarks.

(5) Review internal audit costs annually.

(6) Discuss with the Chief Executive Officer any proposed dismissal, appointment or replacement of the internal auditor.

D. External Audit

(1) Recommend to the Board, the External Auditor to be nominated for the purpose of preparing or issuing an audit report (or any related work), as well as the compensation to be paid to such auditors.

(2) Ensure that the External Auditor reports directly to the Audit Committee and that the auditor's engagement letter is addressed to, and signed by, the chair of the Audit Committee.

(3) Oversee the work of the External Auditors engaged for the purpose of preparing or issuing an audit report or other audit, review or attest services work.

(4) Review with the External Auditor, management and the internal auditor the External Auditor's proposed audit plan and approach, including coordination with the internal auditor and the relationship between areas of audit emphasis and quantum of risk.

(5) Pre-approve all non-audit services to be provided to the issuer or its subsidiary entities by its External Auditor or the External Auditor of its subsidiary entities. The Audit Committee need not pre-approve non- audit services provided by the external auditors, so long as the non-audit services in question are de minimis as defined in Multilateral Instrument 52-110 (as the same may be amended or replaced from time to time). The Audit Committee is permitted to delegate its pre- approval responsibilities to one or more of its independent members.

(6) Review with the External Auditor annually their written statement regarding relationships and services which may affect the External Auditor's objectivity and independence.

(7) At least annually, receive a report by the External Auditor describing any material issues raised by the most recent internal quality control review of the local practice office or by any inquiry or investigation by governmental or professional authorities of the local practice office, within the preceding two years, and steps taken to address any such issues. The report shall also include any similar matters pertaining to offices other than the local practice office, to the extent the audit partner is aware of such matters.

(8) Ensure the regular rotation of the lead partner and the reviewing partner to the extent required by law, and regularly consider whether or not there should be a rotation of the Corporation's External Auditor.

(9) With management, evaluate the performance of the External Auditor annually.

(10) Review and approve guidelines for the Corporation's hiring of employees, partners and former employees and partners of the External Auditor and its predecessor.

E. Compliance and Reporting Requirements

(1) The Audit Committee shall also meet periodically and separately with the General Counsel and other appropriate legal staff of the Corporation or external counsel to review material legal affairs of the Corporation and the Corporation's compliance with applicable law and listing standards.

(2) Regularly update the Board about Committee activities and ensure the Board is aware of matters which may significantly impact the financial condition or affairs of the Corporation.

(3) The Audit Committee must provide the Corporation with the disclosure regarding the Audit Committee and its members required by Multilateral Instrument 52-110 and Form 52-110F (as the same may be amended or replaced from time to time).

(4) Prepare annually a report for inclusion in the management information circular. This report will cross-reference to the Audit Committee information contained in the AIF and disclose the Committee's activities that resulted from its financial reporting oversight responsibilities. Specifically, the report will deal with its review of the financial statements with management, the discussions it has had with the External Auditor regarding their written disclosures pertaining to independence and other matters required to be discussed and will contain disclosure of all audit and non-audit fees paid to the External Auditor.

F. Other Responsibilities

(1) Ensure procedures are in place for the receipt, retention and treatment of complaints received by the Corporation regarding financial statement disclosure, accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(2) Review annually a summary of the Corporation's transactions with directors and officers as well as any other material related party transactions.

(3) In assessing its own performance, the Audit Committee shall solicit feedback from the Board, the Chief Executive Officer, the Chief Financial Officer, the internal auditor and the External Auditor on specific opportunities to improve Audit Committee effectiveness.

(4) Review and assess the adequacy of the Terms of Reference for the Audit Committee on an annual basis.

(5) Carry out such other duties as may be delegated to it by the Board from time to time.

V. OUTSIDE EXPERTS

A. The Audit Committee may, if and when considered appropriate to do, so, institute, direct and supervise an investigation into any matter related to the mandate of the Committee and may, for the purposes of such investigation and otherwise, retain and pay the compensation for the services of outside legal counsel or other professionals, as required.

VI. ACCOUNTABILITY

The Audit Committee shall report its discussion to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.