DUNDEE CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2019

DUNDEE CORPORATION
Management's Discussion and Analysis

Dundee Corporation (the "Corporation" or "Dundee Corporation") is a public Canadian independent holding company, listed on the Toronto Stock Exchange ("TSX") under the symbol "DC.A". Through its operating subsidiaries, the Corporation is engaged in diverse business activities in the areas of investment advisory, corporate finance, energy, resources, agriculture, real estate and infrastructure. The Corporation also holds, directly and indirectly, a portfolio of investments mostly in these key areas, as well as other select investments in both publicly listed and private enterprises.

Dundee Corporation's overriding strategic priority is to allocate and invest capital in a manner that consistently generates long-term value creation. Historically, Dundee Corporation has built a track record of success through the creation, advancement, development and active management of numerous mining companies. Through the creation of an in-house team of experts, the Corporation intends to leverage this track record and expand its capabilities to fund, finance and support companies in the mining industry.

This Management's Discussion and Analysis ("MD&A") has been prepared with an effective date of March 26, 2020 and provides an update on matters discussed in, and should be read in conjunction with the Corporation's audited consolidated financial statements, including the notes thereto, as at and for the year ended December 31, 2019 (the "2019 Audited Consolidated Financial Statements"), which have been prepared using International Financial Reporting Standards ("IFRS"). All amounts in this MD&A are in Canadian dollars unless otherwise specified. Tabular dollar amounts, unless otherwise specified, are in thousands of dollars, except for per share or per unit amounts. This MD&A contains forward looking statements that are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may vary materially from management's expectations. See the "*Cautionary Note Regarding Forward Looking Statements*" section later in this MD&A for further information.

STRATEGY

Dundee Corporation is a holding company that owns and manages a portfolio of publicly listed and privately held businesses. The Corporation's key activities are focused on the active management and oversight of its portfolio of merchant capital investments. The Corporation has significant amounts of its own capital invested in these assets, ensuring that its interests are appropriately aligned for the benefit of its clients, its partners and the Corporation's shareholders. Dundee Corporation's overriding strategic priority is to allocate and invest capital in a manner that consistently generates long-term value creation.

The Corporation's merchant capital investments include both domestic and international assets. These investments include physical assets that are primarily resource, real estate, agriculture and infrastructure assets, and these assets are owned or co-owned within the Corporation's core operating entities and are being managed by Dundee Corporation on behalf of the entity and its co-investors. Merchant capital investments also include debt or equity securities, which include sometimes significant positions in entities engaged in asset management, resources and real estate, and represent investments in physical assets such as those described above. These debt or equity securities are held on behalf of the Corporation and are managed by dedicated teams of investment professionals within the Dundee group of companies.

Dundee Corporation has generally been the sole source of capital for its investee companies. More recently, the Corporation has placed increased emphasis on investing its capital alongside industry or financial partners. In so doing, the Corporation has helped to mitigate its risk by no longer being the sole source of capital for its businesses, while partnering with third parties who in addition to providing capital, can also lend industry expertise and support for management teams at investee companies.

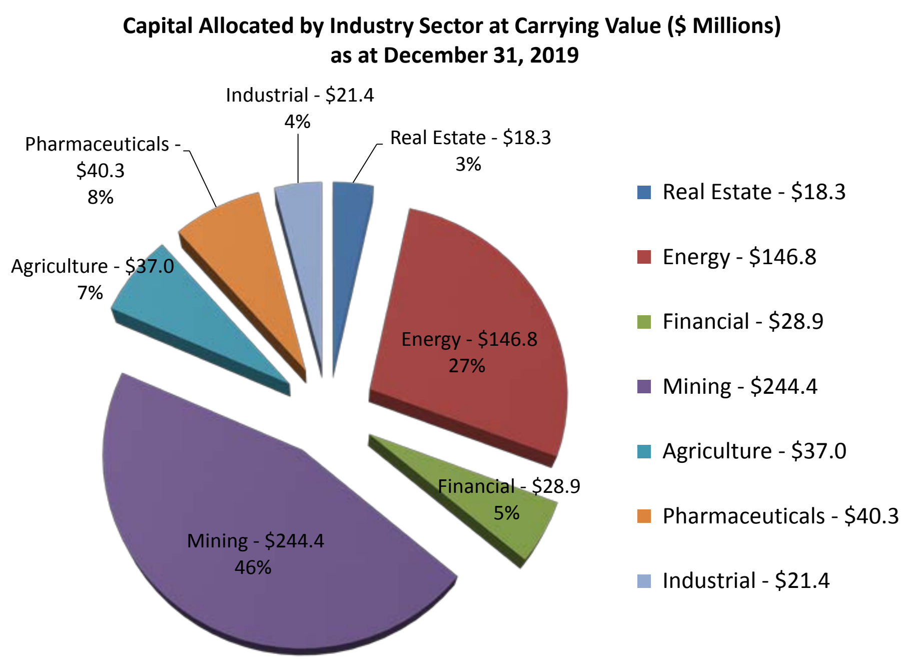
During 2019, the Corporation continued to focus on the rationalization of its merchant capital portfolio. As part of this process, the Corporation focused on investments which it considers core to its expertise and realigned with its ability to generate sustainable growth and value for shareholders. This involved the ongoing disposition of various non-core assets and the exiting of certain businesses, allowing for the redeployment of capital into other holdings, as well as the reallocation of management time.

Historically, Dundee Corporation has built a track record of success through the creation, advancement, development and active management of numerous mining companies. Through the creation of an in-house team of experts, the Corporation intends to leverage this track record and expand its capabilities to fund, finance and support companies in the mining industry. In order to more effectively implement a mining-centric focus, the Corporation has ended its efforts to develop a wealth management segment.

The Corporation continues to take steps at the corporate level to transition and reposition its cost profile. These steps are consistent with the broader strategic goal of transforming the operating structure to adopt a leaner organizational framework that is more reflective of a holding company structure. In 2019, the Corporation made additional reductions in its head count, resulting in decreased general and administrative expenses. Furthermore, the Corporation continued to realize the benefits of the reduced costs associated with its leased premises.

Subsequent to December 31, 2019, the world is reacting to the COVID-19 pandemic, which has caused global stock market volatility to reach extreme levels. Further, the collapse of the OPEC+ alliance and its decision to increase oil production has led to a sharp decrease in the price of oil. These developments have impacted the Corporation's subsidiaries and investments and are discussed throughout this MD&A.

DUNDEE CORPORATION'S CAPITAL ALLOCATED BY INDUSTRY SECTOR



UNDERSTANDING THE ALLOCATION OF DUNDEE CORPORATION'S CAPITAL

		Carrying Value December 31, 2019	Carrying Value December 31, 2018
1	**Operating Subsidiaries** Operating subsidiaries are not recorded as individual investments in the Corporation's consolidated financial statements. Instead, the accounts of the operating subsidiary are consolidated with those of the Corporation on a line-by-line basis. For example, the revenue generated by an operating subsidiary is reported as revenue of the Corporation in the consolidated statement of operations.	$ 201,694	$ 230,824
2	**Equity Accounted Investments** Investments that are accounted for using the equity method are separately disclosed in the Corporation's consolidated statement of financial position as "Equity accounted investments". These investments are initially recorded at the Corporation's cost of acquisition. Subsequently, the original cost is increased or decreased in proportion to the Corporation's share of earnings or losses generated by the investee.	28,699	44,060
3	**Investments** All other investments are designated as "Investments" in the Corporation's consolidated statement of financial position. These investments may include investments in equity or debt securities of public or private companies in a variety of sectors. These investments are reported in the Corporation's consolidated financial statements at their estimated fair value.	306,687	270,144
4	**Corporate Account Balances** Corporate account balances represent balances of the Corporation's capital that are not directly attributable to a particular investment. These balances include cash held by the Corporation directly, offset by the Corporation's direct obligations, including obligations in respect of its credit facilities and Preference Shares, series 5 that converted into Subordinate Shares on May 15, 2019.	29,999	1,726
	SHAREHOLDERS' EQUITY	**$ 567,079**	**$ 546,754**
	Less: Shareholders' equity attributable to holders of:		
	Preference Shares, series 2	(75,026)	(84,053)
	Preference Shares, series 3	(50,473)	(43,015)
	SHAREHOLDERS' EQUITY ATTRIBUTABLE TO CLASS A SUBORDINATE SHARES AND CLASS B SHARES OF THE CORPORATION	**$ 441,580**	**$ 419,686**
	Number of Class A Subordinate Shares and Class B Shares of the Corporation outstanding		
	Class A Subordinate Shares	99,977,802	57,985,136
	Class B Shares	3,114,713	3,114,804
		103,092,515	61,099,940
	SHAREHOLDERS' EQUITY ON A PER SHARE BASIS *	**$ 4.28**	**$ 6.87**

* *Before accounting for deferred income tax assets and liabilities in respect of the Corporation's investments in operating subsidiaries, which are not recognized in the Corporation's consolidated financial statements as per International Accounting Standard 12.*

PERFORMANCE MEASURES

The Corporation believes that important measures of its operating performance, as well as that of its subsidiaries, include certain metrics that are not defined under IFRS, and as such, may not be comparable to similar performance measures used by other companies. Throughout this MD&A, there will be references to certain performance measures which management believes are relevant in assessing the economics of its business. While these performance measures are not formally recognized by IFRS, the Corporation believes that they are informative and provide further qualitative insight into net earnings and cash flows.

- **"AUM" or "Assets under Management"** represent the period-end value of client assets managed by the Corporation's asset management subsidiaries on a discretionary basis and in respect of which these subsidiaries earn management fee revenue and, in certain cases, performance fee revenue. AUM are not included in the Corporation's consolidated statements of financial position.

- **"Contingent Resources"** are those quantities of oil estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingencies may include factors such as economic, legal, environmental, political and regulatory matters, or a lack of markets. It is also appropriate to classify as contingent resources the estimated discovered recoverable quantities associated with a project in the early evaluation stage. Contingent resources are further classified in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their economic status.

- **"Contribution Margin" or "Margin"** is an important measure of earnings in certain business segments and generally represents core revenues less cost of sales. Margin generally excludes general and administrative expenses, interest expense, and income taxes and may also exclude depreciation and depletion of assets not directly associated with the activities of producing or extracting product for sale.

- **"Earnings Before Interest, Taxes, Depreciation and Amortization" or "EBITDA"** is a measure of a company's operating performance and can be used to analyze and compare profitability between companies and industries.

- **"FVTPL"** means fair value through profit or loss. Certain of the Corporation's investments in equity and debt securities have been designated as investments at FVTPL. Changes in the fair value of investments designated as investments at FVTPL are reported in net earnings or loss.

- **"Fair Value" or "Market Value"** of an investment is generally determined using quoted market prices on prescribed stock exchanges for investments that are publicly traded. Market value or fair value of an investment that is privately held is determined by reference to valuation methodologies appropriate for the investment.

- **"Prospective Resources"** are defined as those quantities of oil estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development. Prospective resources are further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be sub-classified based on project maturity.

- **"Shareholders' Equity on a Per Share Basis"** is calculated by dividing the carrying value of the Corporation's shareholders' equity by the aggregate number of Subordinate Shares and Class B Shares of the Corporation issued and outstanding as at the date of such calculation.

SELECTED ANNUAL INFORMATION

As at and for the years ended December 31,	2019	2018	2017
Revenues	$ 29,270	$ 52,035	$ 75,195
Net loss from continuing operations attributable to owners of the parent	$ (13,991)	$ (197,642)	$ (2,344)
Loss per share from continuing operations			
Basic	$ (0.24)	$ (3.41)	$ (0.16)
Diluted	$ (0.24)	$ (3.41)	$ (0.16)
Net loss attributable to owners of the parent	$ (15,322)	$ (202,423)	$ (52,533)
Loss per share			
Basic	$ (0.26)	$ (3.49)	$ (1.01)
Diluted	$ (0.26)	$ (3.49)	$ (1.01)
Total assets	$ 679,762	$ 767,511	$ 1,105,746
Total liabilities	$ 94,335	$ 200,040	$ 345,241
Dividends per share			
Subordinate Voting Shares	$ -	$ -	$ -
Class B Common Shares	$ -	$ -	$ -
Preference Shares, series 2	$ 1.40	$ 1.42	$ 1.42
Preference Shares, series 3	$ 1.44	$ 1.33	$ 1.17
Preference Shares, series 5	$ 0.70	$ 1.88	$ 1.88

RESULTS OF OPERATIONS

Year ended December 31, 2019 compared with year ended December 31, 2018

Consolidated Net Earnings or Loss

During 2019, the Corporation recognized a net loss attributable to owners of the Corporation of $15.3 million, or a loss of $0.26 per share. This compares with a net loss attributable to owners of the Corporation of $202.4 million in 2018, representing a loss of $3.49 per share. The following table summarizes the Corporation's net operating earnings or loss on a per segment basis.

For the years ended December 31,		2019		2018
Net earnings (loss) before income taxes from continuing operations				
Goodman & Company, Investment Counsel Inc.	$	(903)	$	(2,825)
United Hydrocarbon International Corp.		(8,188)		(22,311)
Dundee Sustainable Technologies Inc.		(3,258)		(3,418)
Blue Goose Capital Corp.		(17,838)		(20,417)
AgriMarine Holdings Inc.		(3,761)		(4,313)
Dundee 360 Real Estate Corporation		(1,939)		(3,747)
Dundee Energy Limited		(197)		445
Eurogas International Inc.		(95)		(945)
Dundee Securities Ltd.		-		(4,272)
		(36,179)		(61,803)
Adjusted for the corporate and other portfolio holdings segment:				
Net income (loss) from investments		50,445		(65,797)
Share of loss from equity accounted investments		(2,083)		(64,276)
Other items in the corporate and other portfolio holdings segment		(14,691)		(3,962)
Income tax expense		(16,900)		(9,979)
Net loss from continuing operations		(19,408)		(205,817)
Net earnings (loss) from discontinued operations				
Dundee Energy Limited Partnership		-		3,493
Dundee 360 Real Estate Corporation's brokerage division		(1,331)		(6,805)
Net loss from discontinued operations		(1,331)		(3,312)
Net loss for the year	**$**	**(20,739)**	**$**	**(209,129)**
Net loss attributable to owners of the parent:				
Continuing operations	$	(13,991)	$	(197,642)
Discontinued operations		(1,331)		(4,781)
	$	**(15,322)**	**$**	**(202,423)**

Continuing Operations

During 2019, the Corporation recognized a net loss from continuing operations attributable to owners of the Corporation of $14.0 million (2018 – $197.6 million), or a loss of $0.24 (2018 – $3.41) per share.

Operating results during 2019 reflect a $51.0 million market appreciation (2018 – market depreciation of $77.4 million) in certain of the Corporation's investments that are carried in the consolidated financial statements at FVTPL. Changes in the fair value of investments carried at FVTPL, which are determined by trends and information in equity and capital markets, are recorded in the Corporation's net earnings or loss, can cause substantial volatility in operating performance. The Corporation cautions that the equity and credit markets do not always necessarily reflect the underlying value of certain assets. During 2019, the Corporation recognized a loss of $0.8 million from loss of control of certain subsidiaries (see below). This amount is included in "*Net income (loss) from investments*" in the 2019 Audited Consolidated Financial Statements. In addition, net income (loss) from investments also includes dividend and interest income distributed from its portfolio investments (2019 – $0.3 million, 2018 – $10.6 million).

A number of the Corporation's investments are accounted for using the equity method of accounting, which requires that the Corporation increase or decrease the carrying value of its investment by its proportionate share of the net earnings or loss of the underlying investee. This method of accounting further subjects the Corporation to significant volatility in its operating performance as the underlying net earnings or loss of the equity accounted investee may be subject to market forces or other events over which the Corporation does not exert control. During 2019, the Corporation's corporate and other portfolio holding segment recognized a loss from its equity accounted investments of $2.1 million (2018 – $64.3 million). The $64.3 million loss recognized during 2018 included an impairment charge of $22.3 million from its investment in Parq Equity Limited Partnership (see "*Significant Developments in Equity Accounted Investments – Parq Equity Limited Partnership*").

Highlights of other year-over-year comparable results of the Corporation's operating subsidiaries are described below and are further discussed under "*Segmented Results of Operations*".

- Goodman & Company, Investment Counsel Inc. ("GCIC") reported its AUM of $45.5 million (2018 – $54.2 million) at December 31, 2019. The decrease in AUM was primarily due to weakened metal and mining stock performance in 2019. Early in 2019, GCIC successfully launched *CMP 2019 Resource Limited Partnership*, a tax-sheltered limited partnership that raised capital of $20.4 million.

  During 2019, this segment reported a pre-tax operating loss of $0.9 million, compared with a $2.8 million pre-tax loss incurred in the prior year. The 2018 operating results included a $2.6 million gain on the sale of Dundee Securities Ltd. in December 2018, offset by a $1.0 million loss related to the write-down of a loan receivable and a $2.6 million one-time general and administrative expense related to the transfer out of the private client business and continued downsizing of the operations in 2018.

- The Corporation's 84% owned subsidiary, United Hydrocarbon International Corp. ("UHIC"), reported a pre-tax loss of $8.2 million (2018 – $22.3 million) during 2019. The operating losses for both years were mainly due to the fair value change of the first oil bonuses and royalty interest, whereby the fair values decreased to $5.9 million during 2019 (2018 – $21.3 million), of which $16.5 million occurred in the fourth quarter of 2019 (2018 – $33.8 million).

- Dundee Sustainable Technologies Inc. ("Dundee Technologies") incurred a pre-tax operating loss of $3.3 million during 2019, slightly improved from a $3.4 million pre-tax loss incurred during 2018. Dundee Technologies continues to expand the provision of technical services in the mining industry to evaluate processing alternatives using its state of the art metallurgy plant and skilled technical team. Dundee Technologies expects the primary driver in the near future will be the GlassLock Process™, a patented process for the sequestration and stabilization of the arsenic often associated with copper, gold, silver or polymetallic deposits.

- Blue Goose Capital Corp. ("Blue Goose") incurred a pre-tax loss of $17.8 million during 2019 (2018 – $20.4 million). Exclusive of a $10.0 million and $5.2 million impairment charge against certain properties and intangible assets during 2019 and 2018 respectively, Blue Goose's pre-tax loss for 2019 decreased to $7.8 million compared with $15.2 million in the prior year. Blue Goose exited its fish operations in 2019 following the disposition of the natural fish operation in July 2018. Blue Goose exited its chicken distribution operation in December 2018.

- AgriMarine Holdings Inc. ("AgriMarine") continues to rationalize its cost structure with the goal of achieving profitability for its fish farming operation and sourcing third-party revenue for its technology division, while it continues to validate the scientific and commercial viability of its closed-containment tank technology. During 2019, AgriMarine reported a pre-tax operating loss of $3.8 million (2018 – $4.3 million).

- On May 30, 2019, the Corporation completed the sale of its real estate brokerage division of Dundee 360 Real Estate Corporation ("Dundee 360") as it determined its real estate brokerage activities to be no longer its core business. The Corporation received cash consideration of $5.0 million and recognized a $0.1 million gain on the sale transaction. Accordingly, operating results of the real estate brokerage division were classified as "*Discontinued operations*". Dundee 360 incurred a pre-tax loss of $1.7 million from its discontinued operations for the period up to the completion of sale transaction in May 2019. The 2018 pre-tax loss from discontinued operations was $9.3 million.

  During 2019, Dundee 360 incurred a pre-tax loss of $1.9 million (2018 – $3.8 million) from its continuing operations. The 2019 operating results include termination expense related to the closure of the Montreal office while the 2018 results included an impairment charge of $2.1 million to reduce the carrying value of its land assets held in Croatia to its expected sale proceeds. The sale transaction was completed in the second quarter of 2019. Dundee 360 recognized $1.0 million in earnings from its share of income from real estate joint ventures during 2019, compared with a $0.6 million loss incurred in 2018.

- On November 16, 2018, Dundee Energy Limited Partnership ("DELP"), a previously wholly-owned subsidiary of Dundee Energy Limited ("Dundee Energy"), completed the sale of substantially all of its property for total cash consideration of $27.0 million and recognized a loss of $18.8 million in the fourth quarter of 2018. Following the completion of the sale, Dundee Energy determined it had effectively lost control of the operations of DELP and, as a result, the associated assets and liabilities were subsequently deconsolidated, resulting in a gain from disposal of the subsidiary of $30.8 million reported in the fourth quarter of 2018.

  On March 27, 2019, Dundee Energy announced that Dundee Energy and certain of its subsidiaries filed an assignment for the benefit of creditors under the *Bankruptcy and Insolvency Act*. Following the filing for bankruptcy, the Corporation determined it had lost control of Dundee Energy and recognized a loss of $4.4 million as a result of this determination. This amount is included in the 2019 Audited Consolidated Financial Statements as "*Net income (loss) from investments*".

- Following Dundee Energy's bankruptcy filing in March 2019, all of the property of Dundee Energy vested in the trustee including preference shares issued by Eurogas International Inc. ("Eurogas"). Accordingly, certain rights and entitlements attached to the preference shares were transferred to the trustee. As a result, the Corporation determined that it had lost control over Eurogas and recognized a gain of $3.6 million from deconsolidation. This amount is included in the 2019 Audited Consolidated Financial Statements as "*Net income (loss) from investments*". Following the loss of control, the Corporation classified its interest in Eurogas as an investment at FVTPL.

- Dundee Securities Ltd. ("Dundee Securities") reported a pre-tax loss of $4.3 million during 2018. As a result of the sale of the Corporation's 100% interest in Dundee Securities in December 2018, there is no corresponding operating results reported in 2019.

OPERATING SUBSIDIARIES AS AT DECEMBER 31, 2019

	Ticker Symbol	*(000's) # of Shares Held*	*Market Price/Share*	*Percentage Ownership*	*Net Assets (note 1)*	*Non-Controlling Interests (note 2)*	*Carrying Value as at December 31, 2019*
Subsidiaries That Are Not Publicly Listed							
United Hydrocarbon International Corp.				84%	$ 173,717	$ (28,539)	$ 145,178
Blue Goose Capital Corp.				89%	22,363	1,964	24,327
AgriMarine Holdings Inc.				100%	12,703	-	12,703
Goodman & Company, Investment Counsel Inc. (note 3)				100%	4,575	-	4,575
Dundee 360 Real Estate Corporation				100%	6,191	60	6,251
Subsidiaries That Are Publicly Listed							
Dundee Sustainable Technologies Inc.	DST	228,068.5	$0.02	62%	493	8,167	8,660
TOTAL – OPERATING SUBSIDIARIES							**$ 201,694**

1. *See note 29 "Segmented Information" to the 2019 Audited Consolidated Financial Statements for a more detailed analysis of the carrying value of individual assets and liabilities attributed to each operating subsidiary.*
2. *See note 18 "Non-Controlling Interest" to the 2019 Audited Consolidated Financial Statements for information regarding the carrying value of non-controlling interest in each subsidiary.*
3. *GCIC's net assets excludes DGIM's $1.1 million equity investment in DUK.*

Segmented Results of Operations

The following discussion provides a more comprehensive analysis of the performance results of each of the Corporation's operating subsidiaries and their impact to the consolidated operating results of the Corporation. The following information is presented in a manner that corresponds to the Corporation's reportable business segments as presented in note 29 to the 2019 Audited Consolidated Financial Statements.

GOODMAN & COMPANY, INVESTMENT COUNSEL INC.

GCIC is a registered portfolio manager and exempt market dealer across Canada, and an investment fund manager in the provinces of Ontario, Quebec and Newfoundland. GCIC is a wholly-owned subsidiary of Dundee Global Investment Management Inc. ("DGIM") which, in turn, is a wholly-owned subsidiary of Dundee Corporation. Dundee Goodman Merchant Partners ("DGMP"), a division of GCIC, arranges financing and provides advisory services to its clients, primarily in the resource sector.

Assets Under Management

	For the three months ended December 31, 2019	For the year ended December 31, 2019
AUM at beginning of the period	$ 62,193	$ 54,230
Transactions during the period ended December 31, 2019		
Additions	-	20,376
Redemptions	(861)	(4,090)
Distributions paid	(3,508)	(17,440)
Change in market values	(12,360)	(7,612)
Net change in managed assets	(16,729)	(8,766)
AUM at end of the period	**$ 45,464**	**$ 45,464**

AUM Breakdown	
Tax-sheltered investment products	$ 37,111
Mutual funds	8,293
Alternative investment product	60
	$ 45,464

Additions during 2019 were $20.4 million, resulting from the successful launch of GCIC's most recent tax-sheltered limited partnership, *CMP 2019 Resource Limited Partnership*.

Redemptions during 2019 were $4.1 million, relating to redemptions in *Dundee Global Resource Class*, an open-end mutual fund. Distributions during the same year were $17.4 million, the majority paid from *CMP 2017 Resource Limited Partnership*, as the fund was in the process of winding up, periodically returning cash directly to its limited partners. At the end of December 2019, the fund was dissolved.

Market depreciation during the current year was $7.6 million as valuations for metals and mining stocks weakened during 2019. Further attributable to market value declines were the premiums paid to acquire flow-through shares of resource stocks held by *CMP 2019 Resource Limited Partnership*.

In aggregate, AUM decreased 16% to $45.5 million at December 31, 2019, compared with AUM of $54.2 million at December 31, 2018.

Developments

On April 1, 2018, DGIM completed the sale of 80% of its interest in Dundee Securities Europe Limited ("DUK") to certain of its key management. Formerly consolidated as a wholly-owned subsidiary, DUK is treated as an equity accounted investment on an ongoing basis (see "*Significant Developments in Equity Accounted Investments – Dundee Securities Europe Limited*").

On December 14, 2018, DGIM completed the sale of its 100% interest in Dundee Securities to Echelon Wealth Partners Inc. ("Echelon") for cash consideration of $2.9 million and recognized a gain of $2.6 million during 2018. Of the $2.9 million cash consideration, $1.5 million was held in an escrow account to be released in equal installments on the first and second anniversary of closing, if certain conditions are met, pursuant to the terms of the share purchase agreement. During 2019, pursuant to the release criteria, the Corporation received the first installment that previously held in the escrow account. In addition to cash consideration, DGIM is entitled to a further payment of cash of up to $0.8 million, contingent on the retention and performance of assets under administration by Echelon over a two-year period from completion of the sale. As at December 31, 2019, the fair value of the contingent consideration remains unchanged.

In the second quarter of 2018, DGMP opened a Vancouver office to accommodate four seasoned investment banking professionals with significant expertise in the resource sector. These additions are expected to provide aligned strategies and opportunities with the Corporation as it redirects its business strategy.

RESULTS OF OPERATIONS

As illustrated in the following table, during 2019, GCIC incurred a net loss before income taxes attributable to owners of Dundee Corporation of $0.9 million (2018 – $2.8 million). Included in 2018 net loss before income taxes was a $2.6 million gain on the sale of Dundee Securities as described above, offset with a $1.0 million loss related to the write-down of a loan receivable, and a $2.6 million one-time general and administrative expense related to the transfer out of the private client business in May 2018 and downsizing of the operations.

For the years ended December 31,		2019		2018
Revenues				
Management and performance fees	$	1,145	$	1,561
Financial services		869		50
Interest and other		72		2,677
		2,086		4,288
Other items in net loss before tax				
Depreciation		(86)		(10)
General and administrative		(3,330)		(5,981)
Net loss from investments		-		(1,000)
Share of earnings (loss) from equity accounted investments		437		(116)
Interest expense		(10)		(6)
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(903)**	**$**	**(2,825)**
Net loss before taxes, Goodman & Company, Investment Counsel Inc., attributable to:				
Owners of Dundee Corporation	$	(903)	$	(2,825)
Non-controlling interest		-		-
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(903)**	**$**	**(2,825)**

Management fee revenues were $1.1 million during 2019, a decline of $0.5 million from management fee revenues of $1.6 million earned in the prior year. GCIC's management fee revenue is calculated and paid monthly, based on the fair value of AUM as determined on the last business day of each month. Management fee revenues were impacted by the decline in AUM due to the transfer out of GCIC's private client business in May 2018. The average AUM for 2019 was $62.6 million (2018 – $122.1 million). During 2019, the average management fee rate on AUM was 1.83% (2018 – 1.28%). The change in the average management fee rate reflects the mix of assets managed, with private client assets generally earning a lower management fee rate than tax-sheltered investment products and mutual funds.

In addition to management fee revenues, GCIC may also earn performance fee revenue. Performance fees are contingent on the market values of the underlying portfolio at a specified point in time, generally at calendar year end, or upon the conclusion of a limited partnership arrangement. GCIC may experience fluctuations in year-over-year revenues as performance fees are only recognized in earnings where amounts are determined with certainty. There were no performance fees earned in 2019 and 2018.

GCIC recognized financial services revenues of $0.9 million from the services provided by DGMP during 2019.

Excluding a $2.6 million gain from the sale of Dundee Securities during 2018, interest and other revenue earned in 2019 was consistent with interest and other revenue earned in 2018.

GCIC incurred $3.3 million in general and administrative expenses during 2019, compared with $6.0 million incurred in 2018. The 2018 expenses included a one-time expense of $2.6 million related to the transfer out of the private client business and downsizing the operations. Excluding the one-time expense, general and administrative expenses reduced to $3.4 million for the year ended December 31, 2018.

During 2019, this segment recognized earnings of $0.4 million (2018 – loss of $0.1 million) from its share of earnings or loss from equity investment in DUK.

UNITED HYDROCARBON INTERNATIONAL CORP.

UHIC is a privately-held Canadian junior exploration company that is focused on seeking opportunities internationally, both directly and indirectly, for the exploration, development and production of oil and natural gas. At December 31, 2019, the Corporation's carrying value of its 84% interest in UHIC was $145.2 million.

UHIC's significant assets relate to oil and natural gas underlying a May 2012 production sharing contract ("PSC"), renewed in 2017, whereby the Republic of Chad granted United Hydrocarbon Chad Ltd. ("UHCL") the exclusive right to explore and develop oil and gas reserves in the DOC Block and the DOD Block (together the "Doba Basin") and Block H. UHIC is entitled to the following:

- US$20 million bonus upon UHCL achieving commercial production at Doba Basin;
- US$30 million bonus upon UHCL achieving commercial production at Block H;
- 10% royalty on specified cash flows, pursuant to the terms of the PSC, generated by UHCL from Doba production; and
- 5% royalty on specified cash flows, pursuant to the terms of the PSC, generated by UHCL from Block H production.

The PSC was amended in November 2018 and ratified into law in July 2019, extending UHCL's exclusive rights to explore for oil and gas reserves in the Doba Basin and Block H by two years, now expiring in June 2022. UHCL agreed to pay a US$3.5 million extension fee. Any declaration of commercial oil and gas discoveries up to the revised expiry date grants a 25-year period to develop and produce those reserves from the date of declaration.

The royalties are payable when the average quarterly price of Brent crude oil is greater than US$45.00/bbl.

Under the terms of the share purchase agreement dated May 10, 2017, UHCL's owner, Delonex Energy Limited ("Delonex"), committed to a US$65 million comprehensive exploration program for the assets in Chad and a further US$35 million investment in the Doba Basin should commerciality be achieved during the remaining life of the PSC. Delonex completed the acquisition of 1,300 square kilometers of 3D seismic surveys as well as 550 line kilometers of 2D seismic surveys in March 2018. Following the completion and interpretation of the seismic work in September 2018, Delonex mobilized a rig to the region and commenced the first phase of the exploration drilling program. Delonex completed the first phase in Block H as planned with the completion of six exploration wells. The exploration drilling established the presence of hydrocarbons in multiple wells and targets. Based on the success of the initial exploration program, Delonex has commenced the next phase of exploration, starting with the acquisition of additional seismic surveys comprising of 1,530 square kilometers of 3D seismic surveys and 800 line kilometers of 2D seismic surveys. The acquisition of the new 3D and 2D seismic data has been completed and is currently being interpreted. The next phase of drilling ("Phase 2") will be based on the new seismic data and is currently in the planning stages, and is scheduled to begin in the second quarter of 2020.

In accordance with IFRS, UHIC is required to determine the fair value of certain assets, including the above-mentioned contingent bonus payments and potential royalty interests.

In determining the fair value of the US$50.0 million contingent bonus payments at December 31, 2019, UHIC applied an 85% probability in reaching successful first oil before March 31, 2022 at the Doba Basin, and a 65% probability in reaching first oil at Block H before March 31, 2022, appropriately discounted using a risk-adjusted rate of 19.3% at December 31, 2019 (2018 –

16.4%). At December 31, 2019, the fair value of the contingent consideration was revalued to US$24.5 million (Cdn$31.9 million), compared to the contingent consideration of US$22.3 million (Cdn$30.4 million) at the end of December 2018. Included in net loss during 2019 is a $4.8 million gain relating to the change in the fair value of the contingent consideration that is attributed to the passage of time, offset by a $1.8 million loss relating to the change in the fair value of the contingent consideration that is attributed to the increase in the discount rate in 2019, and a $1.5 million loss relating to foreign exchange that is reflected in other comprehensive income.

In determining the fair value of the royalty interests at December 31, 2019, UHIC applied a 47.5% success probability to the Doba Basin and Block H cash flows determined using the forecasted Brent crude oil price strip, as prepared and published by McDaniel & Associates Consultants Ltd. on January 1, 2020, and discounted using a risk-adjusted rate of 19.3% (2018 – 16.4%). In addition, the valuation model incorporates resource estimates derived from independently prepared technical reports by a global petroleum consulting firm specializing in resource assessments. The reports were prepared in 2016 and disclose only contingent and prospective resources, both of which are highly speculative and lack the degree of confidence to be classified as reserves. More work is required to demonstrate that these resources can ever be commercially recoverable.

At December 31, 2019, the royalty interest was revalued to US$97.0 million (2018 – US$101.8 million) and to Cdn$126.0 million (2018 – Cdn$139.0 million) to reflect foreign currency fluctuations. Included in net loss during 2019 is a $29.5 million loss relating to the change in the fair value of the royalty interest that is attributed to the change in the discount rate and oil price forecasts in 2019, offset by a $23.2 million gain relating to the change in the fair value of the royalty interest that is attributed to the passage of time, and a $6.7 million loss relating to foreign exchange that is reflected in other comprehensive income.

In determining fair value at December 31, 2019, UHIC assumed a forecasted Brent crude oil price of US$69.19/bbl or Cdn$89.86/bbl for 2022 (2018 – US$73.70/bbl or Cdn$100.54/bbl), escalating at 2% per year thereafter. In March 2020, the global spread of the COVID-19 virus in conjunction with the collapse of the OPEC+ alliance and its decision to increase oil production has caused the price of Brent crude oil to decrease to a low of US$33.23/bbl or Cdn$45.83/bbl. A 30% decrease in UHIC’s assumed forecasted price to US$48.43/bbl or Cdn$62.90/bbl for 2022 and escalating at 2% per year thereafter would reduce the royalty valuation by US$23.7 million or Cdn$30.7 million. If the current low Brent crude oil price persists, this would have a significant negative impact on the valuation of the royalty interest, as the royalty interest is only payable when the average quarterly price of Brent crude oil is greater than US$45.00/bbl. A low Brent crude oil price would also have an impact on the value of the contingent bonus payments if it negatively impacts the commercial production decision at Doba Basin and Block H.

RESULTS OF OPERATIONS

As a result of changes in the fair value of the contingent bonuses and royalty interest, UHIC is reporting a net loss before taxes during 2019 of $8.2 million, including $5.9 million of fair value depreciation relating mainly to the increase in discount rates described above and the additional costs related to the extension of the PSC contract as discussed below. General and administrative expenses of $1.6 million in the three months ended December 31, 2019 included $1.3 million of PSC related audit fees that UHIC agreed to pay when incurred, pursuant to the terms of the sale agreement with Delonex.

	For the three months ended		For the years ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Other items in net loss before taxes				
Depreciation	$ -	$ -	$ -	$ (4)
General and administrative	(1,642)	(501)	(2,246)	(1,271)
Remeasurement of financial instruments	(16,506)	(33,782)	(5,943)	(21,344)
Interest expense	10	3	51	8
Foreign exchange (loss) gain	(2)	189	(50)	300
Net loss before taxes, United Hydrocarbon International Corp.	**$ (18,140)**	**$ (34,091)**	**$ (8,188)**	**$ (22,311)**
Net loss before taxes, United Hydrocarbon International Corp. attributable to:				
Owners of Dundee Corporation	$ (14,975)	$ (28,142)	$ (6,759)	$ (18,418)
Non-controlling interest	(3,165)	(5,949)	(1,429)	(3,893)
Net loss before taxes, United Hydrocarbon International Corp.	**$ (18,140)**	**$ (34,091)**	**$ (8,188)**	**$ (22,311)**

CHANGES IN FINANCIAL CONDITION
UHIC sold UHCL to Delonex on September 22, 2017. At closing, US$9.5 million of cash consideration was placed in an escrow account, of which UHIC is working with Delonex on scheduling the release to UHIC of US$6.9 million relating to security for any claims by Delonex for breaches against representations, warranties or covenants in the transaction agreement, or against any other indemnity provisions. Subject to certain conditions, the remaining US$2.6 million will be released to UHIC at the earlier of first production or the granting of a PSC exploitation license; otherwise, it will be forfeited to Delonex in June 2022 unless a PSC exploration permit extension is granted.

In addition, UHIC and Delonex had entered into a further commercial contract in respect of a holdback of US$3.0 million, which was available to Delonex to fund any fees associated with a further extension of the current three-year term of the PSC's exploration permit. As part of its agreement with Delonex, UHIC had agreed to fund 100% of any cost associated with the PSC extension up to US$10.0 million. Any additional amount owed over the US$3.0 million holdback will be withheld from future royalty contingent payments. Should an extension not have been granted prior to June 5, 2020, the holdback would have been forfeited to Delonex. The extension was granted and ratified into law on July 12, 2019. Previously, UHIC estimated the extension fee would cost approximately US$1.0 million, and carried the remaining US$2.0 million as a receivable balance. During the second quarter of 2019, management revised the estimated extension fee to US$3.5 million and reduced the receivable balance to $nil, resulting in a US$2.0 million (Cdn$2.7 million) expense. The additional US$0.5 million fee over the US$3.0 million holdback was recorded as a reduction on a discounted basis to the royalty interest.

Cash Resources
At December 31, 2019, UHIC held cash of $4.4 million (2018 – $5.0 million). UHIC does not currently generate cash flows from its business activities, and it currently relies on its ability to raise funds through capital markets or through debt from the Corporation. Existing cash resources are expected to cover UHIC's cash requirements as it monitors Delonex's commitments made under the sales agreement.

UHIC's residual assets, including its royalty interest and its entitlement to a first oil production bonus, are based on contingent and prospective oil and gas resources that are to be explored and developed in the Republic of Chad by Delonex, the operator of UHCL. There are a number of potential material uncertainties that, should they arise, would raise significant doubt as to UHIC's ability to recover its royalty interest and first oil bonus receivable carried value. These uncertainties include, but are not limited to, the current economic and political conditions in Africa, the ongoing volatility of oil prices, the inherent risk in the oil and gas industry to finding commercial quantities of oil, and UHCL's ability to access key oil export infrastructure to export any oil or gas discoveries. There can be no assurance that UHCL will be successful in its endeavours.

DUNDEE SUSTAINABLE TECHNOLOGIES INC.

Dundee Technologies is engaged in the development and commercialization of environmentally responsible technologies for the treatment of complex materials from the mining industry. Through the development of patented, proprietary processes, Dundee Technologies extracts precious and base metals from ores and concentrates, while stabilizing contaminants such as arsenic, antimony and cadmium. Dundee Technologies' processes allow for extraction and/or stabilization with conventional processes because of metallurgical issues, cost or environmental considerations.

Dundee Technologies' primary driver in the coming years will be the GlassLock Process™. Using this technology, arsenic, which is a significant and dangerous waste product from the mining industry, can be safely and permanently vitrified in a glass form for disposal at the mine site, smelter or in remediation situations. Dundee Technologies has recently finalized the demonstration of its GlassLock Process™ for a metal's processing facility in Africa and the results of this demonstration will be key to moving other projects forward. There are numerous projects in the development pipeline.

Dundee Technologies is also commercializing the CLEVR Process™ to address the growing pressure from communities and governmental authorities over the use of cyanide in gold extraction. Dundee Technologies is working with customers that seek alternative processes that can extract gold without the environmental liabilities associated with cyanide, while still maintaining control over the deleterious elements such as arsenic, mercury and antimony. Dundee Technologies is offering a competitive alternative to the cyanidation process.

Dundee Technologies has identified over 100 gold projects that face significant concerns due to cyanide use and other environmental or metallurgical constraints. Dundee Technologies is focused on advancing discussions with major mining companies on building alternative processing and stabilization processes. Dundee Technologies continues to process test material for a number of customers and, assuming successful results, it plans to negotiate business terms with those customers for the commercialization of its technologies.

Dundee Technologies has protected its intellectual property by filing patents during the development of its technologies. To date, Dundee Technologies has applied for or has been granted patents on 11 different processes, and it has 49 patents granted, published, pending or filed in 20 different countries. These patents expire between 2022 and 2036.

At December 31, 2019, the Corporation held 178.1 million subordinate voting shares and 50.0 million multiple voting shares of Dundee Technologies, representing a 62% equity interest and an 84% voting interest. Subsequent to December 31, 2019, Dundee Technologies announced the share consolidation on the basis of 20 existing shares for one new share, resulting in the Corporation holding 8.9 million subordinate voting shares and 2.5 million multiple voting shares of Dundee Technologies.

Technical Services

Dundee Technologies continues to build its technical services business and, under the terms of these contracts, Dundee Technologies will provide technical services in markets such as lithium, cobalt, nickel, magnesium, graphite, fertilizer and gold. Proceeds from these contracts will allow Dundee Technologies to partially offset developmental and operating costs related to its primary technologies.

RESULTS OF OPERATIONS

During 2019, Dundee Technologies incurred a net loss before taxes of $3.3 million, compared with a net loss before taxes of $3.4 million in the prior year.

For the years ended December 31,		2019		2018
Revenues				
Technical services	$	1,471	$	1,916
Interest, dividends and other		-		59
		1,471		1,975
Cost of sales		(1,350)		(1,508)
Other items in net loss before taxes				
Depreciation		(256)		(461)
General and administrative		(2,328)		(2,882)
Interest expense		(768)		(549)
Foreign exchange (loss) gain		(27)		7
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(3,258)**	**$**	**(3,418)**
Net loss before taxes, Dundee Sustainable Technologies Inc. attributable to:				
Owners of Dundee Corporation	$	(1,372)	$	(1,663)
Non-controlling interest		(1,886)		(1,755)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(3,258)**	**$**	**(3,418)**

During 2019, Dundee Technologies earned revenues of $1.5 million (2018 – $1.9 million) from the provision of technical services to customers in the mining industry to evaluate processing alternatives using its proprietary technologies and for general mineral processing services.

Dundee Technologies incurred operating expenses of $3.7 million during 2019 (2018 – $4.4 million), of which $1.4 million (2018 – $1.5 million) is directly attributable to the provision of technical services, including labour and associated overhead, and which has been designated as "*Cost of sales*" in the consolidated statements of operations, and the balance of $2.3 million (2018 – $2.9 million) in general and administrative costs. As the business activities of Dundee Technologies mature, it is expected that more of its highly specialized technical resources will be allocated to the provision of revenue generating activities. While total operating expenses are expected to increase in proportion to increased revenue generating activities, Dundee Technologies expects that a larger portion of these costs will be allocated to cost of sales. In addition, included in 2019 net loss before taxes is a $0.3 million (2018 – $0.5 million) amortization charge on intangible assets.

CHANGES IN FINANCIAL POSITION

The CLEVR Process™ developed by Dundee Technologies has been recognized as a "green technology", for which Dundee Technologies was originally awarded a $5.0 million grant by the Government of Canada, through its Sustainable Development Technology Canada Fund, for the construction and operation of the demonstration plant. During 2018, Dundee Technologies announced a further award of $1.25 million for continued development of its GlassLock Process™. The funding is assisting Dundee Technologies in the construction and operation of its industrial scale plant that is currently in operation at the customer's mineral processing facility.

Dundee Corporation advanced $2.1 million to Dundee Technologies during 2019 in order to supplement working capital requirements. At December 31, 2019, Dundee Technologies had cash of $0.1 million and it had obligations, other than obligations due to Dundee Corporation, of $7.9 million. Dundee Technologies continues to pursue financing alternatives to fund its operations. Although there is no assurance that these efforts will be successful, Dundee Technologies believes that if its ongoing business development activities provide favorable results, it will be able to secure the necessary financing through additional grants, or the issuance of debt or equity in either the private or public markets.

BLUE GOOSE CAPITAL CORP.

Blue Goose is a privately-held Canadian company focused on the production, distribution and sale of organic and natural beef. Blue Goose owns a significant position in agricultural land in British Columbia. At December 31, 2019, Dundee Corporation held 89% of the issued and outstanding common shares of Blue Goose.

RESULTS OF OPERATIONS

During 2019, Blue Goose incurred a pre-tax loss of $17.8 million, compared with a pre-tax loss of $20.4 million incurred in the prior year. During 2019, based on its evaluation of transaction opportunities involving third parties, Blue Goose recognized a $10.0 million impairment charge against certain properties and equipment in the beef division. The adjusted carrying values for these assets are based on the recent comparable sales transactions provided from a third-party professional appraiser. In addition, Blue Goose recognized a write-down of $1.0 million of the fish inventory due to mortality and price change, and an accelerated depreciation of $0.5 million on assets relating to the fish operation in 2019. The 2018 operating results included an impairment charge of $5.2 million against certain properties and intangible assets.

In addition to the disposition of the natural fish operation in July 2018, Blue Goose exited its fish operation in December 2019, sold all of its fish inventory and disposed of the majority of its assets throughout the year. It also exited its chicken distribution operations in December 2018.

For the years ended December 31,		2019		2018
Revenues				
Sales	$	14,185	$	24,835
Other income		2,819		2,394
		17,004		27,229
Cost of sales		(20,534)		(34,460)
Other items in net loss before taxes				
Depreciation and depletion				
Depreciation		(3,833)		(2,288)
Impairment		(10,000)		(5,240)
General and administrative		(2,045)		(4,505)
Fair value changes in livestock		5,921		4,223
Interest expense		(4,351)		(5,376)
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(17,838)**	**$**	**(20,417)**
Net loss before taxes, Blue Goose Capital Corp. attributable to:				
Owners of Dundee Corporation	$	(15,885)	$	(18,348)
Non-controlling interest		(1,953)		(2,069)
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(17,838)**	**$**	**(20,417)**

Contribution Margins

During 2019, Blue Goose incurred a negative contribution margin of $0.4 million (2018 – $5.4 million) on total sales of $14.2 million (2018 – $24.8 million). The contribution margin, before adjusting for fair value changes, was $2.8 million in 2019 (2018 – $0.6 million).

For the year ended December 31,				2019
	Beef	Fish	Chicken	Total
Sales	$ 12,876	$ 1,309	$ -	$ 14,185
Cost of sales, period cost	(10,296)	(1,084)	(10)	(11,390)
	2,580	225	(10)	2,795
Fair value changes				
Fair value changes in livestock	6,926	(1,005)	-	5,921
Cost of sales, fair value harvested	(8,139)	(1,005)	-	(9,144)
	(1,213)	(2,010)	-	(3,223)
Contribution margin	**$ 1,367**	**$ (1,785)**	**$ (10)**	**$ (428)**

For the year ended December 31,				2018
	Beef	Fish	Chicken	Total
Sales	$ 14,608	$ 1,303	$ 8,924	$ 24,835
Cost of sales, period cost	(13,652)	(2,020)	(8,553)	(24,225)
	956	(717)	371	610
Fair value changes				
Fair value changes in livestock	2,990	1,233	-	4,223
Cost of sales, fair value harvested	(8,965)	(1,270)	-	(10,235)
	(5,975)	(37)	-	(6,012)
Contribution margin	**$ (5,019)**	**$ (754)**	**$ 371**	**$ (5,402)**

The beef division recognized a gain in fair value changes in livestock of $6.9 million during 2019 (2018 – $3.0 million). The $3.9 million variance in fair value changes is mainly due to lower cattle prices in 2018 compared with the current year. During 2019, period costs of the beef division decreased by $3.4 million to $10.3 million compared with the prior year. The decrease is mainly attributable to lower production costs.

Consistent with the prior year, the fish division generated $1.3 million sales revenue in 2019. The fish inventory was completely sold during the third quarter of 2019. Compared with the prior year, the $0.9 million lower period costs in 2019 is attributable to the winding down of the fish operation in the current year.

CHANGES IN FINANCIAL CONDITION

Changes in Livestock Carrying Values

	Cattle	Fish	Inventory and Supplies	Total
Carrying value, beginning of the year	$ 19,855	$ 2,010	$ 3,004	$ 24,869
Transactions during the year ended December 31, 2019				
Net additions	1,046	-	3,044	4,090
Herd growth - physical changes	6,054	(816)	-	5,238
Herd growth - price changes	872	(189)	-	683
Net of product processed	(8,139)	(1,005)	(3,870)	(13,014)
Carrying value, end of the year	**$ 19,688**	**$ -**	**$ 2,178**	**$ 21,866**

Due to the higher sales volume of cattle sold compared to calves born in the current year, herd size at the beef division decreased in 2019.

		Cattle herd as at
(number of animals)	December 31, 2019	December 31, 2018
Breeding cattle and bulls	6,571	6,614
Immature livestock and feeder cattle	5,276	5,944
	11,847	**12,558**

Corporate Debt in Blue Goose

Blue Goose and its subsidiaries have entered into several borrowing arrangements, pursuant to which Blue Goose has borrowed an aggregate of $46.1 million as at December 31, 2019 (2018 – $53.5 million). A detailed description of the nature of each of Blue Goose's borrowing facilities is provided in note 14 to the 2019 Audited Consolidated Financial Statements. Other than as described below, the lending institutions to Blue Goose do not have recourse to Dundee Corporation in respect of any of the amounts borrowed under these arrangements.

Dundee Agricultural Corporation, a wholly-owned subsidiary of the Corporation, provided a limited guarantee of $10.0 million on a loan entered into on September 23, 2016 with Farm Credit Canada. The amount owing under this arrangement at December 31, 2019 was $3.4 million (2018 – $9.3 million).

The lending agreements available to Blue Goose and its subsidiaries require the maintenance of certain financial covenants and reporting requirements customary to such loan agreements, including the delivery of financial information and debt covenant certification as provided for in the loan agreements. At December 31, 2019, Blue Goose was in compliance with its financial covenants.

Cash Resources

At December 31, 2019, Blue Goose had cash and receivables of $1.2 million and it had payable and liabilities, other than corporate debt and amounts otherwise due to Dundee Corporation, of $3.3 million. During 2019, the Corporation advanced $10.6 million to Blue Goose, of which a major portion was applied to repay credit facilities available to Blue Goose. Without the continued financial support of Dundee Corporation, there can be no assurance that Blue Goose will generate sufficient cash flows or otherwise have access to the necessary funding to maximize its business opportunities.

AGRIMARINE HOLDINGS INC.

AgriMarine is a private company engaged in fish farming activities using both conventional netting systems and proprietary aquaculture technologies. AgriMarine has three principal assets: "*West Coast Fishculture (Lois Lake) Ltd.*" ("WCF"), which owns and operates a Steelhead salmon fish farm in Powell River, British Columbia; a suite of patents pertaining to a closed-containment tank technology used to rear finfish; and "*AgriMarine Technologies Inc.*" ("ATI"), an engineering company that continues to develop and improve proprietary aquaculture technologies, supports WCF internal needs, and provides engineering services to third-party fish farm operators. As at December 31, 2019, the Corporation held a 100% interest in AgriMarine.

RESULTS OF OPERATIONS

During 2019, AgriMarine incurred a pre-tax loss attributable to owners of Dundee Corporation of $3.8 million (2018 – $4.3 million). The 2018 operating results included a $0.8 million write-off of frozen fish inventory and intangible assets.

For the years ended December 31,		2019		2018
Sales revenue				
Sales	$	6,459	$	9,827
Interest and other		22		282
		6,481		10,109
Cost of sales		(5,573)		(10,491)
Other items in net loss before taxes				
Depreciation		(1,980)		-
General and administrative		(2,507)		(3,843)
Interest expense		(185)		(81)
Foreign exchange gain (loss)		3		(7)
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(3,761)**	**$**	**(4,313)**
Net loss before taxes, AgriMarine Holdings Inc. attributable to:				
Owners of Dundee Corporation	$	(3,761)	$	(4,313)
Non-controlling interest		-		-
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(3,761)**	**$**	**(4,313)**

Contribution Margins

During 2019, AgriMarine generated revenue of $6.5 million (2018 – $9.8 million) and a contribution margin of $0.9 million (2018 – negative contribution margin of $0.7 million). Completion of the transition to closed-containment and the introduction of automated feeding in the second quarter of 2019 have resulted in the anticipated reduction of costs and an increase in growth rates. This has translated to lower production costs per kilogram of biomass harvested and sold.

For the years ended December 31,		2019		2018
Revenues	$	6,459	$	9,827
Cost of sales		(5,573)		(10,491)
Contribution margin		886		(664)
Other adjustment – Inventory write-off		-		(283)
Contribution margin with other adjustment	**$**	**886**	**$**	**(947)**

At WCF, the volume of fish harvested during 2019 was 798,000 kilograms (2018 – 1,273,000 kilograms), translating into 676,000 kilograms or 1,487,000 pounds (2018 – 852,000 kilograms or 1,874,000 pounds) of product sold, at an average selling price of $9.34 per kilogram or $4.24 per pound (2018 – $11.45 per kilogram or $5.20 per pound). Reduced harvest and sales volumes in the first two quarters of 2019 reflected the transition to full closed-containment and associated reduction of biomass necessary to manage fish within WCF's containment capacity. The transition has been completed and biomass levels are stabilized. Harvest volumes increased materially in the third quarter of the current year. Due to the softened fish and other protein markets in North America, sales reduced to below sustainable harvest volume during the fourth quarter of 2019.

CHANGES IN FINANCIAL CONDITION

		Biological Assets		Inventory and Supplies		Total
Carrying value, beginning of the year	$	3,989	$	460	$	4,449
Transactions during the year ended December 31, 2019						
Net additions		6,141		(247)		5,894
Net of product processed		(5,608)		-		(5,608)
Carrying value, end of year	**$**	**4,522**	**$**	**213**	**$**	**4,735**

As at December 31, 2019, the carrying value of AgriMarine's biological assets was $4.5 million (2018 – $4.0 million).

Dundee Corporation advanced $3.2 million to AgriMarine during 2019 in order to supplement working capital requirements and fund capital expenditures. As at December 31, 2019, AgriMarine had cash and receivables of $0.4 million and liabilities of $4.9 million, excluding amounts due to Dundee Corporation. Without the continued financial support of Dundee Corporation, there can be no assurance that AgriMarine will have access to the necessary cash to carry out its current business plan.

AgriMarine's principal focus remains the achievement of sustainable profitability for its WCF farming operation. Sales and most processing activities were continuously outsourced during 2019, eliminating sales commissions and reducing the processing function and related costs. Operating costs have reduced in accordance with expectations as operations have streamlined. Fish growth rates have increased with better temperature control and commissioning of the autofeeder in May 2019. It is anticipated that the improvements in operating efficiency, cost savings and other benefits that are reflected in biomass costs per kilogram as at December 31, 2019 will continue to be reflected in results throughout 2020. The 2019 capital expenditure program will further improve farm logistics in the full closed-containment configuration.

While an increase in scale of operations to the maximum permitted by WCF's licenses would reduce production costs per kilogram, until such increase is viable, management is committed to maximizing efficiency and output from the existing closed-containment configuration. Biomass has now reached sustainable levels for the closed-containment environment, positioning WCF uniquely as a 100% closed-containment operation.

In the meantime, ATI is a cost centre as it continues to support WCF operations technically, and to prove the scientific and commercial viability of its closed-containment tank technology. This activity is of strategic importance for future expansion and potential technology licensing and/or sales initiatives. ATI currently relies on WCF cash flows to fund its operations and its head office operations.

DUNDEE 360 REAL ESTATE CORPORATION

Dundee 360 is a real estate company offering integrated management services in the development, marketing, sales and project administration of high-end single purpose and mixed-use, residential and recreational real estate assets. Dundee 360 also provides services to hotel owners with a focus on asset and capital management, project management and financial reporting. Prior to the sale of the real estate brokerage division in May 2019, Dundee 360 held the Canadian franchise license to operate Sotheby's International Realty Canada ("Sotheby's") (see below).

At December 31, 2019, Dundee 360 was a wholly-owned subsidiary of the Corporation.

RECENT DEVELOPMENTS

On May 30, 2019, the Corporation completed the sale of Sotheby's as it determined its real estate brokerage activities to be no longer strategic to its core business operations and, as a result, classified the results of Sotheby's real estate brokerage activities as discontinued operations with related comparable information. The Corporation received cash consideration of $5.0 million on the sale transaction and recognized a gain of $0.1 million.

As at		May 30, 2019
Carrying value of net assets:		
Cash	$	1,755
Accounts receivable		1,873
Client accounts receivable		30,280
Income tax receivable		24
Capital and other assets		11,837
Deferred income tax assets		141
Accounts payable		(4,745)
Client deposits and related liabilities		(29,626)
Corporate debt		(17)
Lease liabilities		(6,635)
	$	4,887
Proceeds received on disposition:		
Cash	$	5,000
Gain on disposition of division	**$**	**113**

RESULTS OF OPERATIONS

	Continuing Operations		Discontinued Operations		Total	
For the years ended December 31,	2019	2018	2019	2018	2019	2018
Revenues						
Gross commission income	$ -	$ -	$ 29,065	$ 93,239	$ 29,065	$ 93,239
Consulting and management fees	571	1,099	-	-	571	1,099
Sales and marketing fees	76	132	68	94	144	226
Other revenue	160	426	2,645	9,049	2,805	9,475
Interest, dividends and other	194	772	-	270	194	1,042
	1,001	2,429	31,778	102,652	32,779	105,081
Cost of sales	-	-	(26,195)	(84,777)	(26,195)	(84,777)
Other items in net loss before taxes						
Depreciation and depletion	(542)	(2,499)	(620)	(8,983)	(1,162)	(11,482)
General and administrative	(3,403)	(3,033)	(6,525)	(18,056)	(9,928)	(21,089)
Share of income (loss) from real estate joint ventures	1,005	(570)	-	-	1,005	(570)
Finance expense	-	(74)	(108)	(88)	(108)	(162)
Net loss before taxes,						
Dundee 360 Real Estate Corporation	**$ (1,939)**	**$ (3,747)**	**$ (1,670)**	**$ (9,252)**	**$ (3,609)**	**$ (12,999)**
Net loss before taxes, Dundee 360 Real Estate Corporation attributable to:						
Owners of Dundee Corporation	$ (1,917)	$ (3,422)	$ (1,670)	$ (9,252)	$ (3,587)	$ (12,674)
Non-controlling interest	(22)	(325)	-	-	(22)	(325)
Net loss before taxes,						
Dundee 360 Real Estate Corporation	**$ (1,939)**	**$ (3,747)**	**$ (1,670)**	**$ (9,252)**	**$ (3,609)**	**$ (12,999)**

Continuing Operations

Dundee 360 continues to invest in its business development initiatives in order to source and secure new projects while current real estate management activities are concentrated on the following projects:

Finance and Reporting Consulting Services

Dundee 360 provides finance and reporting consulting services for legal entities and their related assets in the real estate industry.

Edenarc 1800

Edenarc 1800 is a ski-in and ski-out resort project development in the French Alps. Sotarbat 360, a French-entity domiciled in Savoie, France, is the builder of the project. Dundee 360 provides development services for which it earns a fee calculated as a percentage of project costs. In addition to providing these services, Dundee 360 holds a 45% equity interest in Sotarbat 360, subject to a priority interest by the builder to a full recovery of all costs of development of the project. Although international development projects are no longer part of Dundee 360's core strategy, Dundee 360 remains committed to continue its participation in this project until it reaches its conclusion.

During 2019, the project's sixth phase, Les Monarques Phase 3, was delayed from June 2019 to December 2019 and is now close to completion with nearly all units delivered. The next phase comprises five chalets which, at December 31, 2019, three of those have signed reservations and the remaining two have strong interest from prospective buyers. The project is envisioned to have one more phase to be developed with ultimate completion of the entire resort expected by 2022.

Dundee 360 accounts for its investment in Sotarbat 360 as an equity accounted investment, with a book value as at December 31, 2019 of $5.8 million (2018 – $3.1 million).

Clearpoint Resort

Dundee 360 has an approximate 86% interest in Clearpoint Resort Limited, a Maltese corporation ("CRLM"), through which it had anticipated developing the Clearpoint Resort project in Cavtat, Croatia. This hotel, marina and recreational accommodation project owned approximately 5.9 acres of land at the end of December 2018. During 2018, Dundee 360 initiated the sale process of CRLM's underlying assets and the transaction was completed in April 2019 for gross proceeds of €1.5 million (Cdn$2.2 million). The carrying value of underlying property was reduced to its estimated sale proceeds at the end of December 2018 and no additional gain or loss was recognized during 2019.

Dundee 360 is currently planning the liquidation of its remaining subsidiaries in Croatia and Malta, which is expected to be completed in 2021. Dundee 360's divesture from CRLM is part of its revised strategy to focus its capital and business efforts on its Canadian operations.

Developments in Cuba
Dundee 360 had entered into a joint venture development agreement with an agency of the Government of Cuba to develop certain hotel properties in Cuba. Dundee 360 no longer considers this project to be core to its business and, therefore, Dundee 360 has entered into a transaction for the sale of its Cuban real estate assets to a former key employee of Dundee 360. The transaction is subject to approval of the authorities of the Cuban government for the transfer of ownership and other conditions. Under the terms of the transaction, the purchaser remains responsible for ongoing operating costs associated with the project.

During 2019, Dundee 360 incurred a pre-tax loss of $1.9 million (2018 – $3.8 million) on total revenues of $1.0 million (2018 – $2.4 million) from its continuing operations. Compared to the 2018 pre-tax loss, the decrease in 2019 results is primarily attributable to the closure of the Montreal office, offset by a one-time termination expense of $1.3 million. In addition, the 2018 results included a $2.1 million impairment charge against the carrying value of land assets held in Croatia as described above.

Dundee 360 recognized $1.0 million in earnings (2018 – loss of $0.6 million) from its share of income or loss from real estate joint ventures. The increase in equity earnings during 2019 is mainly due to a $2.9 million share of income from the France real estate joint venture resulting from the delivery of residential units in Edenarc, offset with a $1.8 million write-down of the Cuban real estate to the estimated recoverable amount from the expected sale.

Discontinued Operations
Prior to the completion of the sale of the real estate brokerage division in May 2019, Dundee 360 held the exclusive right to the use of the "*Sotheby's International Realty*" name and related trademarks across Canada until 2029. During 2019, and prior to the completion of the sale in May, Dundee 360 incurred a net loss before taxes of $1.7 million, compared with a $9.3 million pre-tax loss incurred during 2018.

Gross commission revenues for the listing, marketing and selling of real estate assets during 2019 were $29.1 million, compared with $93.2 million generated in 2018. In addition to the shorter operating period in 2019, the decline in current year's sales was primarily attributable to an overall slowdown in the residential housing resale market due to uncertainty regarding rising interest rates and government interventionist measures implemented in 2018.

Commissions paid to associated brokers and agents in respect of this revenue stream were $26.2 million (2018 – $84.8 million), providing Sotheby's with a contribution margin of $2.9 million or 9.9% (2018 – $8.4 million or 9.0%).

In addition to commission revenues, this division earned $2.6 million (2018 – $9.1 million) of other revenue from its network of brokers and agents for the provision of services, including marketing, administrative and support services. Other revenue also includes Luxury Premium Awards earned for achieving certain gross commission income targets.

CHANGES IN FINANCIAL CONDITION
At December 31, 2019, Dundee 360 had cash and receivables of $1.5 million and its liabilities, other than amounts due to Dundee Corporation, were $2.1 million from its continuing operations. Dundee 360 is currently implementing strategies to monetize various international real estate development interests in order to meet its liabilities. Without the financial support of the Corporation, there can be no assurance that Dundee 360 will have access to the necessary funding to carry out its current business plan.

DUNDEE ENERGY LIMITED

Dundee Energy was a Canadian-based company that held interest, both directly and indirectly, in producing oil and natural gas assets in southern Ontario.

DEVELOPMENTS

Dundee Energy's southern Ontario operations were previously conducted through DELP, a former wholly-owned subsidiary. A volatile commodity price environment had eroded DELP's borrowing capacity. On November 16, 2018, DELP completed the sale of substantially all of its properties pursuant to an order of the Ontario Superior Court of Justice. DELP received total consideration of $27.0 million, of which $1.0 million was withheld by the court officer for further post-close related expenditures. DELP recognized a loss of $18.8 million on the sale transaction during 2018.

Carrying value of net assets sold:		
Accounts receivable	$	4,933
Resource assets		91,336
Accounts payable		(3,979)
Decommissiong liabilities		(46,439)
		45,851
Proceeds received on disposition of net assets:		
Cash		25,972
Holdback		1,030
		27,002
Loss on sale of net assets	**$**	**(18,849)**

Consequently, Dundee Energy lost the ability to make substantive decisions over relevant activities concerning the remaining assets of DELP. Dundee Energy determined that it had effectively lost control of DELP's operations and, as a result, the associated assets and liabilities of DELP were subsequently deconsolidated, resulting in a gain from deconsolidation of subsidiary of $30.8 million recorded in the fourth quarter of 2018 as illustrated below.

Carrying value of net assets:		
Cash	$	28
Accounts receivable		3,056
Corporate debt		(30,777)
Accounts payable		(3,136)
Gain on disposal of subsidiary	**$**	**30,829**

Following the loss of control of DELP in November 2018, on March 27, 2019, Dundee Energy announced that it and certain of its subsidiaries had filed an assignment for the benefit of creditors under the *Bankruptcy and Insolvency Act*. In bankruptcy, the property of Dundee Energy vested in the trustee, following which the Corporation lost control of Dundee Energy and the associated net assets were subsequently deconsolidated, resulting in a $4.4 million loss recorded in the 2019 Audited Consolidated Financial Statements as "*Net income (loss) from investments*". Included in the $4.4 million loss was a $5.3 million foreign exchange currency loss from Dundee Energy's equity accounted investment which was previously recorded as other comprehensive loss to net loss during 2019.

RESULTS OF OPERATIONS

Prior to loss of control in March 2019, Dundee Energy incurred a loss before income taxes of $0.2 million from its continuing operations. During 2018, Dundee Energy recognized earnings of $0.4 million and a loss of $27.3 million from its continuing operations and discontinued operations, respectively. Included in 2018 earnings from continuing operations was a $0.9 million reversal of a previous legal expense accrual. As previously noted, included in 2018 loss from discontinued operations was an $18.8 million loss from the sale of substantially all of DELP's property in November 2018.

	Continuing Operations		Discontinued Operations		Total	
For the years ended December 31,	2019	2018	2019	2018	2019	2018
Revenues						
Oil and gas sales	$ -	$ -	$ -	$ 20,597	$ -	$ 20,597
Interest and dividends	-	-	-	89	-	89
	-	-	-	20,686	-	20,686
Cost of sales						
Production expenditures	-	-	-	(10,575)	-	(10,575)
Other items in net (loss) earnings before taxes						
Depreciation and depletion	-	-	-	(7,415)	-	(7,415)
General and administrative	(197)	491	-	(5,988)	(197)	(5,497)
Loss on sale of net assets	-	-	-	(18,849)	-	(18,849)
Interest expense	-	-	-	(5,461)	-	(5,461)
Foreign exchange (loss) gain	-	(46)	-	266	-	220
Net (loss) earnings before taxes, Dundee Energy Limited	**$ (197)**	**$ 445**	**$ -**	**$ (27,336)**	**$ (197)**	**$ (26,891)**
Net (loss) earnings before taxes, Dundee Energy Limited attributable to:						
Owners of Dundee Corporation	$ (114)	$ 139	$ -	$ (15,841)	$ (114)	$ (15,702)
Non-controlling interest	(83)	306	-	(11,495)	(83)	(11,189)
Net (loss) earnings before taxes, Dundee Energy Limited	**$ (197)**	**$ 445**	**$ -**	**$ (27,336)**	**$ (197)**	**$ (26,891)**

The Corporation did not recognize any loss from Dundee Energy's operations subsequent to the loss of control at the end of March 2019, compared with a pre-tax loss of $21.9 million incurred during the fourth quarter of 2018. The 2018 loss was substantially incurred by DELP's operations.

	Continuing Operations		Discontinued Operations		Total	
For the three months ended December 31,	2019	2018	2019	2018	2019	2018
Revenues						
Oil and gas sales	$ -	$ -	$ -	$ 3,387	$ -	$ 3,387
Interest and dividends	-	-	-	13	-	13
	-	-	-	3,400	-	3,400
Cost of sales						
Production expenditures	-	-	-	(1,952)	-	(1,952)
Other items in net loss before taxes						
Depreciation and depletion	-	-	-	(956)	-	(956)
General and administrative	-	(90)	-	(2,160)	-	(2,250)
Loss on sale of net assets	-	-	-	(18,849)	-	(18,849)
Interest expense	-	-	-	(1,346)	-	(1,346)
Foreign exchange gain	-	-	-	52	-	52
Net loss before taxes, Dundee Energy Limited	**$ -**	**$ (90)**	**$ -**	**$ (21,811)**	**$ -**	**$ (21,901)**
Net loss before taxes, Dundee Energy Limited attributable to:						
Owners of Dundee Corporation	$ -	$ (52)	$ -	$ (12,639)	$ -	$ (12,691)
Non-controlling interest	-	(38)	-	(9,172)	-	(9,210)
Net loss before taxes, Dundee Energy Limited	**$ -**	**$ (90)**	**$ -**	**$ (21,811)**	**$ -**	**$ (21,901)**

EUROGAS INTERNATIONAL INC.

Eurogas is a publicly-traded (CSE: EI) oil and natural gas exploration company. Eurogas holds an approximate 5.625% royalty-like working interest in the Sfax offshore permit (the "Sfax Permit"), located in the shallow Mediterranean waters in the Gulf of Gabes, offshore Tunisia and southeast of the city of Sfax.

On July 30, 2018, Panoro Energy ASA ("Panoro"), an independent exploration and production company based in London, England and listed on the Oslo Stock Exchange, acquired 100% of DNO Tunisia AS ("DNO Tunisia"), following which Panoro became the operator of the Sfax Permit. Following completion of the transaction, Panoro assumed responsibility for all drilling and other obligations associated with the Sfax Permit, including any monetary penalties arising due to non-fulfillment of work commitments agreed to under the terms of the Sfax Permit.

In August 2015, the parties to the joint operating agreement received regulatory approval from the Tunisian authorities for a two-year extension of the first renewal period related to Sfax Permit, extending the first renewal period and the associated exploration well drilling obligation to December 8, 2017. On July 21, 2017, the Tunisian authorities approved a further one-year extension to December 8, 2018. On February 1, 2019, Panoro announced the renewal of the Sfax Permit for an additional three-year period extending to December 8, 2021, subject to the precondition of fulfilling the outstanding drilling obligation.

RECENT DEVELOPMENTS

As noted below *(see "Changes in Financial Condition")*, following Dundee Energy's bankruptcy filing in March 2019, all of the property of Dundee Energy vested in the trustee including preference shares issued by Eurogas. Accordingly, certain rights and entitlements attached to the preference shares were transferred to the trustee. As a result, the Corporation determined that it lost control over Eurogas and recognized a gain of $3.6 million. The Corporation classified its interest in Eurogas as an investment at FVTPL following the loss of control.

RESULTS OF OPERATIONS

Prior to the loss of control in March 2019, Eurogas incurred a pre-tax loss of $0.1 million during 2019. During the three months and year ended December 31, 2018, Eurogas incurred a pre-tax loss of $0.5 million and $0.9 million respectively. The Corporation did not recognize any loss from Eurogas's operations for the fourth quarter of 2019 following the loss of control in March 2019.

	For the three months ended		For the years ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Other items in net loss before taxes				
Depreciation and depletion	$ -	$ (286)	$ -	$ (286)
General and administrative	-	(84)	(38)	(342)
Interest expense	-	(71)	(72)	(262)
Foreign exchange gain (loss)	-	(37)	15	(55)
Net loss before taxes, Eurogas International Inc.	**$ -**	**$ (478)**	**$ (95)**	**$ (945)**
Net loss before taxes, Eurogas International Inc. attributable to:				
Owners of Dundee Corporation	$ -	$ (256)	$ (51)	$ (506)
Non-controlling interest	-	(222)	(44)	(439)
Net loss before taxes, Eurogas International Inc.	**$ -**	**$ (478)**	**$ (95)**	**$ (945)**

CHANGES IN FINANCIAL CONDITION

Dundee Corporation has provided Eurogas with a $5.0 million revolving term credit facility, pursuant to which Eurogas has agreed to pay interest at a rate per annum equal to the prime lending rate for loans as set out by a Canadian Schedule I Chartered Bank, plus 1.25%. At December 31, 2019, Eurogas had drawn $6.1 million (2018 – $5.6 million) against this facility. Although Eurogas has exceeded amounts available pursuant to these arrangements, Dundee Corporation has not demanded payment.

In addition, Eurogas has issued preference shares from treasury with a par value of $32.2 million. Prior to Dundee Energy's filing of bankruptcy on March 27, 2019, the preference shares were held by Dundee Energy, and were subject to demand by Dundee Energy at any time, together with unpaid dividends thereon amounting to $14.7 million at December 31, 2019. Following the filing of bankruptcy, all of Dundee Energy's property, including the preference shares, vested in the trustee by operation of law, making the trustee the beneficial owner of Dundee Energy's property. At December 31, 2019 and March 26, 2020, the trustee had not exercised its right to redeem the preference shares, demand payment of the associated cumulative dividends outstanding, or exercise its entitlement to elect a majority of the members of the Board of Directors of Eurogas.

DUNDEE SECURITIES LTD.

The Corporation sold its 100% interest in Dundee Securities to Echelon Wealth Partners Inc. on December 14, 2018. Prior to the completion of the sale, Dundee Securities was registered as an investment dealer in each of the jurisdictions of Canada and as a derivatives dealer in Quebec and, as such, it is subject to the oversight of the provincial securities commissions and the Investment Industry Regulatory Organization of Canada ("IIROC").

Dundee Securities incurred a net loss before taxes of $4.3 million during 2018.

		For the three months ended December 31, 2018		For the year ended December 31, 2018
Revenues				
Financial services				
Investment banking	$	430	$	777
Commissions		476		2,749
Principal trading		(3)		(95)
Interest and other		528		2,077
		1,431		5,508
Cost of sales		(721)		(2,371)
Other items in net loss				
Depreciation		(360)		(462)
General and administrative		(1,142)		(6,905)
Interest expense		(20)		(66)
Foreign exchange gain		4		24
Net loss attributable to Dundee Securities Ltd.	**$**	**(808)**	**$**	**(4,272)**
Net loss before taxes, Dundee Securities Ltd. attributable to:				
Owners of Dundee Corporation	$	(808)	$	(4,272)
Non-controlling interest		-		-
Net loss before taxes, Dundee Securities Ltd.	**$**	**(808)**	**$**	**(4,272)**

SIGNIFICANT INVESTMENTS ACCOUNTED FOR UNDER THE EQUITY METHOD

The Corporation holds investments that are accounted for using the equity method and these investments are separately disclosed in the Corporation's consolidated statements of financial position as "*Equity Accounted Investments*". These investments are initially recorded at the Corporation's cost of acquisition. Subsequently, the original cost of each investment is increased or decreased in proportion to the Corporation's share of earnings or losses generated by the investee and reflect the Corporation's share of the investee's other comprehensive income or loss. The Corporation assesses the resulting carrying value every period for possible impairment by comparing its equity accounted carrying value to the Corporation's determination of the estimated recoverable amount of its investment. If the carrying value of an equity accounted investment exceeds its estimated recoverable amount, the investment's carrying value is reduced to the expected recoverable amount and an impairment loss is recognized.

Equity Accounted Investments at December 31, 2019

At December 31, 2019, the aggregate carrying value of the Corporation's investments that are accounted for using the equity method was $28.7 million (2018 – $44.1 million). In addition, the Corporation accounts for its investments in real estate joint ventures on an equity basis. These investments had a carrying value of $6.4 million at December 31, 2019 (2018 – $5.5 million).

As at December 31,				2019			2018
Trade Symbol	Investment	Ownership		Carrying Value	Ownership		Carrying Value
Privately Held Equity Accounted Investments							
	Android Industries, LLC	20%	$	21,375	20%	$	23,048
	Dundee Acquisition Ltd.	98%		243	98%		243
	Dundee Sarea Acquisition I Limited Partnership (i)	50%		6,040	34%		5,582
	Dundee Sarea Limited Partnership	49%		-	21%		-
	Dundee Securities Europe Limited	20%		1,041	20%		687
	Parq Equity Limited Partnership (ii)	23%		-	37%		-
	Union Group International Holdings Limited	-		-	40%		14,500
				28,699			44,060
Real estate joint ventures				6,413			5,520
			$	**35,112**		**$**	**49,580**

(i) During 2019, the Corporation obtained joint control of Dundee Sarea Acquisition I Limited Partnership due to the exit of a former partner.

(ii) The Corporation owns a 50% interest in 0832912 B.C. Unlimited Liability Company which, in turn, previously owned a 71% interest in Parq Equity Limited Partnership. The Corporation held a 37% aggregate interest in PELP at the end of December 2018. During 2019, all of PELP's issued and outstanding preference units were converted to voting units, reducing the Corporation's total economic interest from 37% to 23%.

Continuity in the Corporation's Portfolio of Equity Accounted Investments*

	For the three months ended December 31, 2019	*For the year ended December 31, 2019*
Carrying value of equity accounted investments, beginning of period	$ 27,936	$ 44,060
Transactions during the period ended December 31, 2019		
Transfer from investments at FVTPL	1,951	1,951
Cash invested in equity accounted investments	-	236
Disposition of equity accounted investments	-	(14,500)
Share of earnings from equity accounted investments	(833)	(1,646)
Share of other comprehensive (loss) income from equity accounted investments	6	(970)
Other	(361)	(432)
Carrying value of equity accounted investments, end of period	**$ 28,699**	**$ 28,699**

* *Excluding changes in real estate joint ventures.*

Earnings and Losses from Equity Accounted Investments

For the years ended December 31,			2019			2018
	Equity Earnings (Losses)	Dilution Gains (Loss)	Total	Equity Earnings (Losses)	Dilution Gains (Loss)	Total
Android Industries, LLC	$ (703)	$ 349	$ (354)	$ (989)	$ -	$ (989)
Dundee Acquisition Ltd.	-	-	-	624	-	624
Dundee Sarea Acquisition I Limited Partnership	(1,729)	-	(1,729)	(12,931)	-	(12,931)
Dundee Sarea Limited Partnership	-	-	-	(91)	-	(91)
Dundee Securities Europe Limited	437	-	437	(116)	-	(116)
Parq Equity Limited Partnership *	-	-	-	(52,592)	-	(52,592)
Union Group International Holdings Limited	-	-	-	1,703	-	1,703
	(1,995)	349	(1,646)	(64,392)	-	(64,392)
Real estate joint ventures	1,005	-	1,005	(570)	-	(570)
	$ (990)	**$ 349**	**$ (641)**	**$ (64,962)**	**$ -**	**$ (64,962)**

* *2018 included a $22.3 million impairment charge in the value of the Corporation's investments in Parq Vancouver (see below)*

For the three months ended December 31,			2019			2018
	Equity Earnings (Losses)	Dilution Gains (Loss)	Total	Equity Earnings (Losses)	Dilution Gains (Loss)	Total
Android Industries, LLC	$ 965	$ 278	$ 1,243	$ 525	$ -	$ 525
Dundee Sarea Acquisition I Limited Partnership	(2,182)	-	(2,182)	(3,065)	-	(3,065)
Dundee Securities Europe Limited	106	-	106	(41)	-	(41)
Union Group International Holdings Limited	-	-	-	(5,211)	-	(5,211)
	(1,111)	278	(833)	(7,792)	-	(7,792)
Real estate joint ventures	1,259	-	1,259	(1,334)	-	(1,334)
	$ 148	**$ 278**	**$ 426**	**$ (9,126)**	**$ -**	**$ (9,126)**

Significant Developments in Equity Accounted Investments

Parq Equity Limited Partnership ("PELP")

The Corporation holds a 23% economic interest in PELP. PELP owns a world-class casino resort ("Parq Vancouver"), the only casino in the downtown Vancouver core, with 600 slot machines and 75 gaming tables. Located immediately adjacent to the B.C. Place Stadium, Parq Vancouver also includes two Marriott-branded luxury hotels with 517 rooms, a 60,000 square foot conference centre, a spa, five restaurants, three lounges, and a parking facility with 1,069 spaces.

Parq Vancouver opened its doors on September 29, 2017 and it became fully operational in March 2018. The initial ramp up of operations had been slower than anticipated due to a number of factors, including the business impact of new anti-money laundering regulations applicable to casinos in British Columbia, which were implemented in January 2018. Parq Vancouver continues to operate in a challenging environment due to these new regulations.

In addition to the recognition of a $30.2 million share of operating loss from Parq Vancouver for the first half of 2018, the Corporation recognized an impairment charge of $22.3 million resulting from changes to the estimated long-term forecast of Parq Vancouver, reducing the carrying value of its equity investment in Parq Vancouver to $nil. The Corporation cannot recognize any share of loss from its equity investment when the investment is reported at zero value in the statement of financial position. The Corporation can only recognize future profits after its share of future profits equals to or exceeds the share of losses not yet recognized. Accordingly, the Corporation discontinued recognizing its share of losses subsequent to June 30, 2018. At December 31, 2019, net unrecognized losses attributable to the Corporation are $56.3 million (July 2018 through December 2018 – $26.4 million).

Summary of operating results of Parq Vancouver during the three months and years ended December 31, 2019 and 2018 are as follows:

(in millions of dollars)

Source of revenue and other items in net earnings or loss	*For the three months ended*		*For the years ended*	
	December 31, 2019	*December 31, 2018*	*December 31, 2019*	*December 31, 2018*
Resort operations:				
Revenue	$ 45.2	$ 43.5	$ 169.8	$ 170.9
Expenses	(34.2)	(34.1)	(142.8)	(152.2)
Operating income before amortization	11.0	9.4	27.0	18.7
Amortization	(7.2)	(7.2)	(31.0)	(34.2)
Deferred taxes	(0.6)	4.0	(0.2)	0.5
Interest expense	(23.3)	(30.6)	(102.8)	(112.2)
Foreign exchange gain (loss)	-	(27.4)	7.4	(44.4)
(Loss) gain from fair value changes in derivative instruments	-	7.1	(3.8)	16.3
Gain on termination of derivative instruments	-	-	0.1	-
Loss on extinguishment of loans and borrowings	-	-	(8.9)	-
Gain on conversion of preference units	-	-	7.1	-
Net loss	**$ (20.1)**	**$ (44.7)**	**$ (105.1)**	**$ (155.3)**
Comprehensive income				
Cash flow hedge – change in fair value	$ 1.0	$ 0.2	$ 1.0	$ 2.6
Comprehensive loss	**$ (19.1)**	**$ (44.5)**	**$ (104.1)**	**$ (152.7)**

Parq Vancouver incurred a net loss of $105.1 million during 2019 (2018 – $155.3 million). During 2019, the operating income was $27.0 million (2018 – $18.7 million). Included in the current year net loss is amortization of $31.0 million (2018 – $34.2 million).

Interest expense on debt and preferred units, including accretion and financing expenses, was $102.8 million during 2019 (2018 – $112.2 million).

Included in the net loss during 2019 are changes in foreign exchange and fair value of derivative instruments, both of which were associated with Parq Vancouver's US dollar denominated project financing arrangement for the development of the project. During 2019, Parq Vancouver recognized a foreign exchange gain of $7.4 million (2018 – loss of $44.4 million). Fair value changes in derivative instruments resulted in a loss of $3.8 million during 2019 (2018 – gain of $16.3 million). The derivative instruments were terminated during 2019, resulting in a gain of $0.1 million (2018 – $nil).

With the outbreak of COVID-19 in early 2020, Parq Vancouver's gaming, hotel and conference activities have been significantly impacted and it is expected to have material impacts on its financial results in the coming quarters.

A key aspect of the Corporation's investment in Parq Vancouver is the refinancing of existing debt with an interest burden commensurate with an operating entity and free of construction risk. On May 10, 2019, the Corporation announced that Parq Vancouver successfully completed the refinancing of its capital structure. The transaction included the refinancing of the first lien and second lien loans with a fixed rate long-term financing structure denominated in Canadian dollars, thereby significantly reducing the interest payments, covenant requirements and eliminating foreign exchange exposure. Parq Vancouver recognized a loss of $8.9 million during 2019 (2018 – $nil) relating to the extinguishment of its previous loans. Prior to the refinancing, Parq Vancouver recognized a gain of $7.1 million (2018 – $nil) associated with the conversion of all of its issued convertible preferred securities to voting class A units.

Parq Vancouver may require additional injections of cash from its equity partners in order to fund debt-service charges. There can be no assurance that the Corporation and its equity partners will have access to the necessary capital to fund any shortfalls. The Corporation continues to carefully monitor its investment in Parq Vancouver.

At December 31, 2019, the Corporation had an additional $11.2 million investment in PELP, which is carried at FVTPL.

Android Industries, LLC ("Android")

The Corporation holds a 20% interest in Android, a private company and leading high technology-enabled assembler and sequencer of complex assemblies for the automotive industry headquartered in Michigan, United States.

Android continues to expand its business internationally with facilities in the United States, Canada, Mexico, Spain, Brazil, Turkey, Italy and China. During the past three years, Android has been awarded a significant number of new and strategic multi-year manufacturing contracts. The contracts and production continue to be deployed at several of Android's existing and new production facilities. The capital requirements associated with these new contracts has been significant. New capital was arranged to help fund the contractual commitments and the vast majority of it was deployed in 2017 and 2018. Capital requirements in 2019 and beyond are expected to be funded from cash flow from operations. It continues to be Android's expectation that the new contracts and better customer alignment will result in additional value-added growth opportunities as well as higher levels of sales and earnings during the next few years.

Subsequent to December 31, 2019, with the outbreak of COVID-19, several of Android's customers reduced their operating levels and shut down their plants. There was no impairment as of December 31, 2019 but, due to significant uncertainty surrounding the situation, Android may be required to recognize impairment in future periods.

During 2019, the Corporation reported a loss of $0.4 million (2018 – $1.0 million) as its share of losses from its investment in Android.

Dundee Sarea Acquisition I Limited Partnership ("Dundee Sarea Fund")

Dundee Sarea Fund was created to use the capital advanced by its limited partners to invest in companies requiring turn-around expertise in North America and Europe, with a focus on manufacturing, distribution, industrial products, agriculture, oil & gas and forestry-related industries. One partner exited the partnership in the third quarter of 2019 resulting in the Corporation now holding a 50% interest in this venture. During the same period, a loan previously extended by the Corporation to Redecam Group S.p.A ("Redecam"), Dundee Sarea Fund's sole investee, was assigned to Dundee Sarea Fund, increasing the Corporation's level of contributed capital into the fund by $2.0 million. In addition, during 2019, the partners agreed to each increase and fund capital commitments of $0.2 million to cover partnership expenses. At December 31, 2019, the Corporation committed capital of $21.2 million and contributed $23.1 million in Dundee Sarea Fund.

At December 31, 2019, Dundee Sarea Fund's sole investment consists of a 90.1% ownership in Redecam. Based in Milan, Italy, Redecam designs, manufactures and installs highly engineered air pollution control solutions helping customers all over the globe meet their air emission reduction targets rapidly and cost-effectively. Over the past 30 years, Redecam has designed, manufactured, installed and commissioned new market-leading industrial air filtration and flue gas treatment systems that consistently outperform and outlast the competition. Over its history, it has completed over 2,000 projects in more than 85 countries and on every continent. They also specialize in customized retrofit, transformation and upgrade solutions, which use clients' existing equipment's casing and parts and offer them a cost-effective, high performance solution with a quick turnaround.

Maintaining adequate levels of liquidity at Redecam continues to be a challenge. To this end, numerous management and operational changes were carried out in the prior year in order to reduce overhead expenses and improve operating efficiencies and effectiveness. The situation became more acute in the fourth fiscal quarter of 2018 when Redecam began winning a higher volume of new contracts combined with the decision by Redecam's bank to tighten its collateral requirements. To help address these issues, in late 2018, Dundee Sarea Fund entered into an exclusive financial advisory agreement with an investment banking firm to provide strategic financial advisory services and other investment banking services. This was undertaken to help improve the strategic outlook, improve liquidity and help fund growth.

While these discussions and negotiations continued in 2019, securing new financing has proven to be difficult, and there are no guarantees a satisfactory outcome will be reached. In support of ongoing operations, Dundee Sarea Fund's partners, including the Corporation, each agreed in 2018 and 2019 to advance additional funds to Redecam to support its liquidity position and permit growth to take place at an accelerated pace.

The current outbreak of the COVID-19 in Italy could lead to significant delays in providing services, even though Redecam has contracts throughout the world and continues to engage with its customers.

During 2019, the Corporation's share of loss from its investment in Dundee Sarea Fund was $1.7 million (2018 – $12.9 million).

Dundee Securities Europe Limited

In connection with the sale of 80% of the business of DUK on April 1, 2018, (see "*Segmented Results of Operations – Goodman & Company, Investment Counsel Inc.*"), the Corporation retained 1,968,000 class A voting shares and 450,000 class B 10% non-cumulative preference shares of DUK, which represented a 20% voting interest in DUK. The Corporation determined that it still has significant influence over the investment and, accordingly, this investment is accounted for using the equity method.

During 2019, the Corporation recognized earnings of $0.4 million from its share of earnings from its investment in DUK (2018 – loss of $0.1 million).

Union Group International Holdings Limited ("Union Group")

Union Group is a holding company with strategic investments in the power generation, oil and gas, infrastructure and logistics, agriculture, minerals and real estate sectors, in Latin American countries such as Uruguay, Columbia, Peru and Paraguay. In January 2019, the Corporation completed the sale of all of its 40% interest in Union Group for proceeds of $14.5 million. The carrying value of Union Group at December 31, 2018 reflected the sale proceeds received in the current year. In addition, the Corporation transferred a $1.8 million foreign exchange currency loss, net of income taxes of $0.5 million, previously recorded as other comprehensive loss, to net loss during 2019.

OTHER PORTFOLIO INVESTMENTS

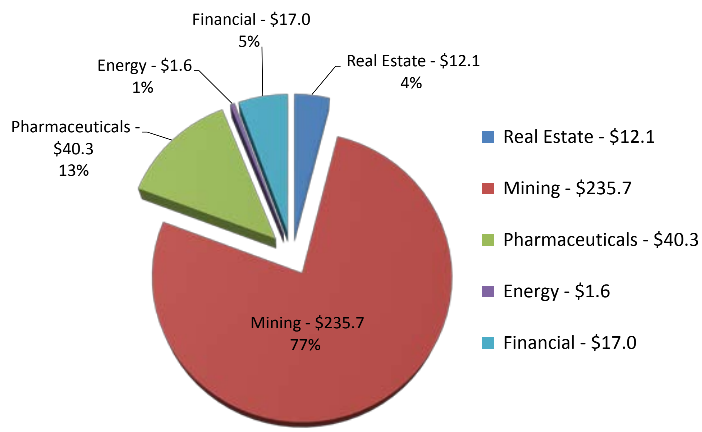
Portfolio of Investments at December 31, 2019

	Ticker Symbol	*(000's) # of Shares Held*	*Per Share Price*		*Market Value as at December 31, 2019*
Publicly Traded Securities					
Dundee Precious Metals Inc.	DPM	35,881.6	$5.55	$	199,142
Jervois Mining Limited (formerly eCobalt Solutions Inc.)	JRV	27,932.3	$0.18		5,167
Reunion Gold Corporation	RGD	52,848.8	$0.14		7,399
Others					14,701
					226,409
Private Investments (note 1)					
TauRx Pharmaceuticals Ltd.					40,340
Red Leaf Resources Inc.					685
Others					9,341
					50,366
Debt Securities					
Debt Securities Owing from Public Enterprises (note 1)					5,963
Debt Securities Owing from Private Enterprises (note 1)					22,092
					28,055
Warrants and Options (note 1)					
Warrants or options on shares of publicly listed enterprises					1,857
					1,857
TOTAL – PORTFOLIO INVESTMENTS				**$**	**306,687**

1. These investments are not traded on a prescribed exchange, therefore, market values of these investments were determined by application of valuation methodologies appropriate for such investments (see note 25 to the 2019 Audited Consolidated Financial Statements for further information on valuation methodologies applied for such investments).

At December 31, 2019, the Corporation's portfolio of investments continued to include several public and private investments, as well as certain debt securities across a variety of industry sectors.

Investments by Industry Sector at Market Value ($ Millions)
as at December 31, 2019



At December 31, 2019, the estimated market value of the Corporation's portfolio of investments carried at FVTPL was $306.7 million, an increase of $36.6 million from an estimated market value of these investments of $270.1 million at December 31, 2018. Subsequent to December 31, 2019, due to the COVID-19 pandemic in conjunction with the collapse of the OPEC+ alliance and its decision to increase oil production, stock market volatility reached extreme levels. As a result, the estimated market value of the Corporation's publicly traded securities significantly decreased to approximately $193.4 million as at March 26, 2020.

		For the three months ended December 31, 2019		For the year ended December 31, 2019
Market value of portfolio investments, beginning of period	$	291,633	$	270,144
Transactions during the period ended December 31, 2019				
New investments		999		19,358
Proceeds from sales of investments		(16,052)		(38,000)
Changes in market values				
Dundee Precious Metals Inc.		40,108		71,396
Jervois Mining Limited (formerly eCobalt Solutions Inc.)		(280)		(4,290)
Others		(7,973)		(16,129)
Transfer to equity accounted investments		(2,108)		(2,108)
Other transactions		360		6,316
Net change		15,054		36,543
Market value of portfolio investments, end of period	**$**	**306,687**	**$**	**306,687**

Changes in market values of portfolio investments during 2019 resulted in an increase in the value of the Corporation's portfolio of investments at FVTPL of $48.9 million.

As illustrated below, during 2019, the Corporation generated proceeds of $38.0 million from the sale of various investments which were deemed to be non-strategic to its ongoing business strategy.

Proceeds generated from the sale of investments in the following sectors:		*For the year ended December 31, 2019*
Publicly Traded Securities		
Mining	$	14,642
Energy		678
Real estate		286
Other		1,071
Private Investments		
Energy		9,302
Financial		11,966
Real estate		55
Total Proceeds Generated	**$**	**38,000**

Dundee Precious Metals Inc. ("Dundee Precious")

Dundee Precious is a Canadian-based, international gold mining company engaged in the acquisition of mineral properties, exploration, development, mining and processing of precious metals. Dundee Precious' operating assets include the Chelopech operation, which produces a copper concentrate containing gold and silver and a pyrite concentrate containing gold, located east of Sofia, Bulgaria; the Ada Tepe mine, which produces a gold concentrate containing gold and silver, located in south eastern Bulgaria, near the town of Krumovgrad; and the Tsumeb smelter, a complex copper concentrate processing facility located in Namibia. Dundee Precious also holds interest in a number of developing gold and exploration properties located in Canada, Serbia and Ecuador, and its 10% interest in Sabina Gold & Silver Corp.

During 2019, Dundee Precious produced gold on an all-in sustaining cost basis of US$725 per ounce, on a consolidated basis. Gold production during 2019 increased by 15% to 230,592 ounces, including 57,193 ounces from Ada Tepe, and copper production increased by 2% to 37.2 million pounds relative to 2018. The increase in gold production was due primarily to the start of commercial production at Ada Tepe in June 2019, partially offset by lower gold grades and recoveries at Chelopech, in line with its 2019 mine plan. The Tsumeb smelter achieved total complex concentrate smelted of 215,289 tonnes during 2019, which was 7% lower than 2018 due primarily to the pressurization event in the Ausmelt offgas system that occurred in September 2019 during a restart after routine maintenance.

Ada Tepe received its final operating permits on August 12, 2019. Ramp-up to full design capacity was achieved in the third quarter of 2019 following the commencement of commercial production in June 2019.

At December 31, 2019, Dundee Precious had cash resources of US$188.4 million, including undrawn capacity under its revolving credit facility. Dundee Precious reported total revenues of US$419.1 million during 2019, and it reported net losses attributable to its common shareholders of US$70.9 million, which were net of impairment charges of $107 million related to the Tsumeb smelter.

Dundee Corporation holds 35.9 million common shares of Dundee Precious with a market value of $199.1 million at December 31, 2019. Subsequent to December 31, 2019, market value of Dundee Precious reduced to approximately $175.1 million as at March 26, 2020, primarily due to the COVID-19 pandemic.

TauRx Pharmaceuticals Ltd. ("TauRx")

TauRx is a private neuroscience company focused on the discovery, development and commercialization of products for the diagnosis and treatment of neuro-degenerative diseases caused through protein aggregation. The business was established in 2002 with the aim of discovering novel approaches to the treatment and diagnosis of Alzheimer's disease ("AD") as well as other neurological diseases characterized by abnormal aggregation of the Tau and other proteins within the brain. TauRx's flagship development product is the drug, LMTX®, which is now also recognized by its newly-assigned International Non-proprietary Name (INN) moniker "hydromethy | thionine".

In late 2016, TauRx completed and announced results for its three-part Phase III clinical trial program designed to test the efficacy and safety of LMTX® in patients with mild to moderate AD and behavioral variant Frontotemporal Dementia. The headline results for all three studies were negative as LMTX® failed to slow cognitive or functional decline in the total populations of treated subjects. The clinical trials that comprised patients with mild or moderate AD reported a promising sub-group analysis outcome in which patients who received LMTX® as their only AD medication (LMTX® as a monotherapy) demonstrated significant reductions in disease progression as measured both by cognitive and functional test batteries and by MRI imaging of brain atrophy. However, patients that received the drug as an add-on therapy showed no beneficial effects. This necessitated further trials to be conducted with a focus on LMTX® as a monotherapy.

TauRx initiated discussions with regulatory authorities in Europe and the United States to determine its next steps and it has determined that, in order to corroborate the positive findings from the aforementioned studies, it will commence with a new study (TRx Study 039 – "Lucidity" study) that is fully randomized from the outset to test for clinically meaningful and statistically significant differences between LMTX® taken as a monotherapy and placebo groups.

In September 2018, TauRx announced that it had revised the design of TRx Study 039 in light of guidance issued by the US Food and Drug Administration (FDA) and European Medicines Agency (EMA) in early 2018. The new guidance recognizes the importance of treating early stages of AD and offers a clearer regulatory framework for conducting trials in early AD. In late 2019, TauRx announced further revisions to TRx Study 039 protocols which is now designed as a three-arm, 24-month placebo-controlled clinical trial program covering a pool of approximately 400 patients with early AD to mild - moderate AD. The initial phase will be a 12-month, double-blind program designed to provide a read-out of the efficacy of the drug. The latter 12-month open label phase is expected to support the disease-modifying therapeutic potential of LMTX®.

In order to fund the new study and bolster its cash reserves, TauRx negotiated an investment from an existing shareholder through the issuance of a new class of preference shares in the company. The investor subscribed for 500,000 class B preference shares at an aggregate subscription amount of US$100 million or US$200/share. The new class of preference shares does not have any liquidation preferences but convey to the holder a call option to acquire commercialization rights for LMTX® over certain territories in Asia. The preferences shares are convertible to ordinary shares on a one-to-one basis upon the attainment of pre-specified regulatory and/or listing objectives alongside the injection of a further material amount of cash. The investment is to be made in two tranches with the initial tranche (350,000 shares/US$70 million) completed subsequent to year end.

At December 31, 2019, the Corporation held an approximate 4% interest in TauRx. The Corporation has determined that the fair value of its investment at December 31, 2019 was $40.3 million. In determining the fair value of its interest, the Corporation applied a value per share of US$30.60, the equivalent of a 50% discount to the volume-weighted average price of ordinary shares issued from treasury during 2015 and 2016.

Subordinated Loan Advanced to Eight Capital

At December 31, 2019, the Corporation had advanced $13.7 million (2018 – $15.0 million) in the form of a subordinated loan to Eight Capital, a partnership formed in 2016 by a consortium of individuals that were previously key employees of Dundee Securities' capital markets division. The loan bears interest at a rate of 10% per annum. During 2019, the Corporation received a $1.3 million loan repayment from Eight Capital, reducing the outstanding loan advance to $13.7 million at the end of December 2019.

In connection with the loan, the Corporation entered into a royalty agreement with Eight Capital pursuant to which Eight Capital will pay a revenue-based royalty payment to the Corporation, ranging between 1% and 6.5% of revenues generated by Eight Capital over a five-year period commencing in the calendar year ended December 31, 2017, and reducing to between 1% and 2% in each of 2022 and 2023. Under the terms of the royalty agreement, royalty payments will cease, subject to a final royalty payment, if the subordinated loan made by the Corporation to Eight Capital is repaid in full, and in any case, will cease effective December 31, 2023. Subsequent to December 31, 2019, the Corporation received $0.3 million in respect of its royalty payment and interest.

OTHER CONSOLIDATED BALANCES AND CAPITAL STRUCTURE

General and Administrative Expenses

Generally, head office costs, including costs associated with corporate governance and related public company costs, are accumulated and reported as head office costs and are not allocated to other operating segments.

During 2019, the Corporation reported head office general and administrative expenses (before non-cash stock based compensation) of $19.3 million, decreasing by $5.5 million or 22%, compared with general and administrative expenses incurred in the prior year.

For the years ended December 31,		2019		2018
Direct compensation	$	9,312	$	14,284
Corporate and professional fees		4,569		4,237
Other		5,404		6,297
		19,285		24,818
Stock based compensation arrangements		210		2,619
	$	**19,495**	**$**	**27,437**

Stock based compensation added a further $0.2 million (2018 – $2.6 million) to general and administrative expenses during 2019. Certain of the Corporation's share incentive arrangements are considered financial obligations of the Corporation and are marked-to-market in the consolidated financial statements to reflect changes in such underlying financial obligations. The terms of the Corporation's share incentive arrangements are detailed in note 20 to the 2019 Audited Consolidated Financial Statements.

Corporate Interest Expense

Corporate interest expense was $3.2 million during 2019 (2018 – $5.3 million). Included in interest expense during 2019 are cash dividends incurred on the Corporation's Preference Shares, series 5 of $2.3 million (2018 – $4.8 million, net of associated amortization amount of $1.4 million). The decrease in dividends paid on the Corporation's Preference Shares, series 5 was due to the conversion of Preference Shares, series 5 into the Corporation's Subordinate Shares on May 15, 2019.

Income Tax Expense

The Corporation's 2019 effective income tax expense rate was significantly different than the statutory combined federal and provincial tax rate of 26.5%, primarily due to operating losses incurred by certain subsidiaries, the benefit of which was not recognized in the 2019 Audited Consolidated Financial Statements, partially offset by non-taxable revenue related to fair value of Preference Shares, series 5 redemption option.

As disclosed originally in the June 2018 Interim Consolidated Financial Statements, the Canada Revenue Agency ("CRA") has disagreed with a principal filing position. In October 2019, the Corporation received notices of re-assessment for $12.0 million. The Corporation continues to assert its principal filing position is correct and has filed an objection to the notice of re-assessment. Since the Corporation believes the CRA's position is incorrect and expects to recover the amount remitted, the $12.0 million was recorded as "*Deposit with taxation authority*" in the 2019 Audited Consolidated Financial Statements.

Net Deferred Income Tax Assets

The Corporation's net deferred income tax assets at December 31, 2019 were $12.4 million and represent deferred income tax assets of $56.4 million, offset by deferred income tax liabilities of $44.0 million. This compares to net deferred income tax assets of $26.5 million at December 31, 2018. Net deferred income tax assets decreased as a result of changes in the fair value of the Corporation's investments and the Corporation only recognizing deferred income tax assets which meet the more-likely-than-not criteria. Components of the Corporation's net deferred income tax assets are detailed in note 22 to the 2019 Audited Consolidated Financial Statements.

The Corporation's aggregate non-capital loss carry forwards at December 31, 2019 were $550.4 million (2018 – $528.8 million). In addition, the Corporation's capital loss carry forwards at December 31, 2019 were $260.0 million (2018 –- $237.3 million). Included in the Corporation's deferred income tax balances is a tax benefit of $49.7 million (2018 – $61.2 million) in respect of the non-capital and capital loss carry forwards.

Corporate Debt

	Corporate*	Blue Goose	Dundee 360	Dundee 360**	Total
Balance, December 31, 2018	$ -	$ 53,567	$ 51	$ -	$ 53,618
Transferred to discontinued operations	-	-	(26)	26	-
Repayments	-	(7,793)	(20)	(9)	(7,822)
Other - Convertible debenture accretion expense	-	361	-	-	361
Business disposition	-	-	-	(17)	(17)
Balance, December 31, 2019	**$ -**	**$ 46,135**	**$ 5**	**$ -**	**$ 46,140**

* *In addition, the Corporation has issued letters of credit in the amount of $3.5 million that may be drawn under certain circumstances.*

** *Dundee 360's brokerage division.*

On December 24, 2018, the Corporation amended the terms of the credit facility previously established with a Canadian Schedule I Chartered Bank and confined the credit availments to the amount of letters of credit. On June 30, 2019, the maturity date was further extended to February 17, 2020.

At December 31, 2019, the Corporation had issued letters of credit in the amount of €2.4 million (Cdn$3.5 million) under the terms of the above-mentioned revolving term credit facility to support certain of its equity accounted investments.

Subsequent to December 31, 2019, the Corporation terminated this credit facility and cancelled the letters of credit.

Debt of Subsidiaries

A more detailed discussion of corporate debt in each of the Corporation's business segments is presented under "*Segmented Results of Operations*".

Share Capital

Preference Shares

At December 31, 2019, the Corporation's outstanding preference share arrangements were as follows:

Trade Symbol	Series	# of Shares Outstanding	Face Value per Share	Total Face Value	Coupon Rate	Carrying Value
DC.PR.B	Series 2	3,116,278	$25.00	$77,907	5.688% – 5-year fixed rate to Sept 30, 2019	$75,026 equity instrument
					5.284% – 5-year fixed rate to Sept 30, 2024	
DC.PR.D	Series 3	2,018,922	$25.00	$50,473	5.74% to 5.81% – quarterly floating rate	$50,473 equity instrument

Preference Shares, series 2 and Preference Shares, series 3

In accordance with the terms of the Corporation's Preference Shares, series 2 and Preference Shares, series 3, on August 16, 2019, the Corporation announced that it did not intend to exercise its right to redeem the Preference Shares, series 2 and the Preference Shares, series 3 on September 30, 2019. As a result, holders of the Preference Shares, series 2 and the Preference Shares, series 3 had the right, at their option, to convert all or part of their shares on a one-for-one basis into Preference Shares, series 3 and Preference Shares, series 2 respectively.

Holders of the Preference Shares, series 2 who did not exercise their right to convert, retained shares subject to the 5.284% dividend rate for the 5-year period commencing on September 30, 2019 to, but excluding September 30, 2024. Holders of the Preference Shares, series 3 are entitled to receive a quarterly floating rate, cumulative preferential cash dividends based on the applicable three-month Government of Canada T-Bill rate plus 4.10%.

On September 30, 2019, 651,862 Preference Shares, series 2, with a face value of $16.3 million, were converted to Preference Shares, series 3, and 349,755 Preference Shares, series 3, with a face value of $8.7 million, were converted to Preference Shares, series 2.

On August 22, 2019, the Corporation obtained approval from the TSX to purchase its Preference Shares, series 2 and Preference Shares, series 3 in the market for cancellation pursuant to a normal course issuer bid from August 26, 2019 to August 25, 2020. Pursuant to this arrangement and subject to certain conditions, the Corporation may purchase up to a maximum of 347,938 Preference Shares, series 2 and 172,061 Preference Shares, series 3, representing approximately 10% of its public float at the time of approval for the normal course issuer bid was granted. During 2019, the Corporation purchased 61,000 Preference Shares, series 2 and 3,800 Preference Shares, series 3 at an aggregate cost of $0.9 million for cancellation pursuant to this arrangement.

At December 31, 2019, 3,116,278 Preference Shares, series 2 and 2,018,922 Preference Shares, series 3 remained outstanding.

Conversion from Preference Shares, series 5 into Subordinate Shares

In accordance with the terms of the Corporation's Preference Shares, series 5, the Corporation had the option to convert its Preference Shares, series 5 into Subordinate Shares at any time prior to June 30, 2019. On May 15, 2019, the Corporation announced the completion of the conversion of all outstanding Preference Shares, series 5, together with all accrued and unpaid dividends up to but excluding the date of conversion, into 41,977,510 Subordinate Shares. The Preference Shares, series 5 were converted on the basis of one Preference Share, series 5 for that number of Subordinate Shares that was equal to $25.25, the applicable redemption price at the time of the conversion, plus $0.23 for an amount equal to all accrued and unpaid dividends per Preference Shares, series 5, divided by the greater of: (i) $2.00; and (ii) 95% of the weighted average trading price of the Subordinate Shares on the TSX for the 20 consecutive trading days ending on the fourth day prior to conversion date of May 15, 2019.

A full description of the terms of the Corporation's preference shares is provided in note 16 to the 2019 Audited Consolidated Financial Statements.

Common Shares

As at December 31, 2019, there were 99,977,802 Class A subordinate voting shares ("Subordinate Shares") and 3,114,713 Class B common shares outstanding. At March 26, 2020, the number of outstanding Subordinate Shares had increased to 99,977,865 and there were 3,114,650 Class B common shares outstanding.

At December 31, 2019, the Corporation had awarded 1,065,174 deferred share units under its deferred share unit plan, each deferred share unit of which tracks the value of the Corporation's Class A subordinate voting shares and 130,815 deferred share units that track the value of a class A subordinate voting share of Dream Unlimited Corp.

In addition, and under the terms of the Corporation's share incentive arrangements, at December 31, 2019, the Corporation had awarded an aggregate of 148,466 Class A subordinate voting share bonus rights under its share bonus plan and granted 4,080,000 options with a weighted average exercise price of $1.10 under its share option plan, each of which is subject to certain vesting criteria. The terms of the Corporation's share-based compensation arrangements are summarized in note 20 to the Corporation's 2019 Audited Consolidated Financial Statements.

CONSOLIDATED LIQUIDITY AND CAPITAL RESOURCES

On a consolidated basis, the Corporation reported cash of $26.5 million at December 31, 2019. This compares with cash of $52.8 million at December 31, 2018. The following table illustrates the Corporation's consolidated cash flow on a segmented basis, including net cash flow movements between Dundee Corporation and each of its operating segments.

For the year ended December 31, 2019	Opening Cash	Operating Activities	Investing Activities	Financing Activities	Intersegment	Closing Cash
Corporate and other portfolio holdings	$ 38,386	$ (29,616)	$ 32,306	$ (11,098)	$ (12,035)	$ 17,943
Asset management and capital markets						
Goodman & Company, Investment Counsel Inc.	4,168	(1,895)	(131)	(86)	801	2,857
Resource industry						
United Hydrocarbon International Corp.	5,006	(518)	-	(103)	-	4,385
Dundee Sustainable Technologies Inc.	116	(1,832)	-	(232)	2,064	116
Dundee Energy Limited	112	(189)	(37)	-	114	-
Eurogas International Inc.	11	(86)	(8)	-	83	-
Agriculture industry						
Blue Goose Capital Corp.	668	768	(3,124)	(8,620)	10,649	341
AgriMarine Holdings Inc.	194	(2,178)	(814)	(375)	3,217	44
Real estate industry						
Dundee 360 Real Estate Corporation	4,126	(2,065)	5,206	(1,524)	(4,893)	850
	52,787	(37,611)	33,398	(22,038)	-	26,536
Less: Discontinued operations						
Dundee 360 Real Estate Corporation's brokerage division	(3,495)	191	1,987	1,317	-	-
	$ 49,292	**$ (37,420)**	**$ 35,385**	**$ (20,721)**	**$ -**	**$ 26,536**

Included in the Corporation's consolidated cash balance is $2.9 million (2018 – $2.4 million) relating to the operating businesses of the Corporation's asset management subsidiaries. These subsidiaries function in regulated environments and are therefore required to maintain levels of capital in liquid assets, in accordance with such regulatory requirements. The ability to transfer cash resources out of these regulated subsidiaries may be limited by their requirement to comply with regulatory capital requirements. At December 31, 2019 and 2018, the Corporation's regulated subsidiaries exceeded their minimum regulatory capital requirements.

A more detailed discussion of significant transactions affecting cash flows during 2019 and 2018 is provided as follows:

Significant Cash Flows – Operating Activities

For the years ended December 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Operating activities:							
Adjusted net earnings or loss*	$ (23,290)	$ (2,263)	$ (423)	$ (3,108)	$ (686)	$ (29,770)	$ (43,488)
Changes in client account balances	-	-	-	-	-	-	9,707
Changes in agricultural inventory	-	-	3,870	-	(5,894)	(2,024)	(3,791)
Changes in other working capital amounts	8,320	1,745	(2,679)	1,234	400	9,020	(7,515)
Changes in deposit with taxation authority	(11,979)	-	-	-	-	(11,979)	-
Changes in income taxes	(2,667)	-	-	-	-	(2,667)	3,987
Cash (used in) provided from operating activities – Continuing operations	**$ (29,616)**	**$ (518)**	**$ 768**	**$ (1,874)**	**$ (6,180)**	**$ (37,420)**	**$ (41,100)**

* *Adjusted net earnings (or loss) are equal to net earnings (or loss) adjusted for items not affecting cash and other adjustments.*

- In 2019, the CRA issued a notice of re-assessment for $12.0 million in respect of the Corporation's December 31, 2014 taxation year. The Corporation has appealed the re-assessment and included the $12.0 million payment in the change in deposit with taxation authority.
- During 2019, changes in the balances of agricultural inventory resulted in net cash outflows of $2.0 million (2018 – $3.8 million).
- Changes in client account balances of $9.7 million inflow during 2018 was related to the Corporation's preceding brokerage activities that the subsidiary was sold in December 2018.

Significant Cash Flows – Investing Activities

For the years ended December 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Investing activities:							
Net proceeds from dispositions of portfolio investments	$ 18,406	$ -	$ -	$ 5	$ (131)	$ 18,280	$ 38,628
Net proceeds from dispositions of equity accounted investments	14,500	-	-	-	-	14,500	-
Net investment in livestock and other agricultural assets	-	-	(4,090)	-	-	(4,090)	(5,659)
Proceeds from (disbursement of) cash in business dispositions and loss of control of subsidiaries	-	-	-	5,000	(45)	4,955	4,400
Other investment activities	(600)	-	966	2,188	(814)	1,740	2,173
Cash provided from (used in) investing activities – Continuing operations	**$ 32,306**	**$ -**	**$ (3,124)**	**$ 7,193**	**$ (990)**	**$ 35,385**	**$ 39,542**

- During 2019, the Corporation received $14.5 million on the disposition of Union Group that the Corporation previously included in its equity accounted investments.
- During 2019, cash proceeds from the disposition of Dundee 360's brokerage division was $5.0 million, offset by a $45,000 cash disbursement due to the loss of control of certain subsidiaries. Approximately $4.4 million cash was received from business and asset disposition activities during 2018. This amount included net cash of $2.9 million from the disposition of a 100% interest in Dundee Securities and $2.5 million from Blue Goose's asset sale in its natural fish operation, offset by cash outflows of $1.0 million from the sale of an 80% interest in DUK.
- Blue Goose invested $4.1 million (2018 – $5.7 million) in agricultural assets during 2019.

Significant Cash Flows – Financing Activities

For the years ended December 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Financing activities:							
Change in corporate debt	$ -	$ -	$ (7,793)	$ (20)	$ -	$ (7,813)	$ (6,921)
Issuance of Class A subordinate shares, net of issue costs	2	-	-	-	-	2	-
Acquisition of Preference Shares, series 2 and series 3, net of issue costs	(947)	-	-	-	-	(947)	-
Cash payment on lease liabilities	(2,819)	-	(1,327)	(187)	(693)	(5,026)	-
Redemption of Preference Shares, series 5	-	-	-	-	-	-	(7,582)
Dividends paid on Preference Shares, series 2 and series 3	(7,334)	-	-	-	-	(7,334)	(7,234)
Net cash from transactions with non-controlling interests	-	(103)	500	-	-	397	642
Cash used in financing activities – Continuing operations	**$ (11,098)**	**$ (103)**	**$ (8,620)**	**$ (207)**	**$ (693)**	**$ (20,721)**	**$ (21,095)**

- Net amounts repaid against credit facilities available to the Corporation and to its subsidiaries during 2019 were $7.8 million (2018 – $6.9 million).
- During 2019, the Corporation paid $0.9 million to purchase 61,000 Preference Shares, series 2 and 3,800 Preference Shares, series 3 for cancellation pursuant to the normal course issuer bid.
- During 2019, the Corporation reported a $5.0 million payment on lease liabilities resulting from the adoption of IFRS 16 "*Lease*" on January 1, 2019.
- Cash outflows during 2019 include dividends of $7.3 million (2018 – $7.2 million) paid by the Corporation on its outstanding Preference Shares, series 2 and Preference Shares, series 3. The Corporation has not paid dividends on its Class A subordinate voting shares or on its common shares.

Cash Requirements

The Corporation's capital management and funding objectives include ensuring that the Corporation is compliant with all of its ongoing obligations, including compliance with all applicable debt covenants, and ensuring that the Corporation is able to meet its financial obligations as they become due. In determining its capital allocation, the Corporation considers relevant regulatory capital requirements in order to effectively manage its investment management strategies and resources required for the development of resource, agricultural and real estate opportunities. The Corporation's capital management objectives also include ensuring that it has sufficient capital available to benefit from acquisitions and other opportunities, should they arise, and ensuring adequate returns for shareholders. The Corporation regularly assesses the allocation of its capital resources in response to changing economic conditions.

The Corporation's intention is to meet short-term liquidity requirements through funds from operations, working capital reserves and operating debt facilities. Capital may also be generated through dispositions of investments.

There are uncertainties related to the timing and use of the Corporation's cash resources and available borrowing capacity. The development stage of the Corporation's investments and business strategies may not generate sufficient operating cash flows to fund their obligations as they become due. As such, these obligations may require that the Corporation generate liquidity through the divestiture of non-core investments, through the use of available borrowing capacity, or through the issuance of debt or equity. The Corporation may experience difficulty in obtaining satisfactory financial terms. Failure to obtain adequate financing on satisfactory terms may have a material adverse effect to the Corporation's results of operations or its financial condition.

RESULTS OF OPERATIONS

Three months ended December 31, 2019 compared with the three months ended December 31, 2018

Consolidated Net Earnings or Loss

During the fourth quarter of 2019, the Corporation recognized net earnings attributable to owners of Dundee Corporation of $6.3 million, or earnings of $0.04 per share, before the effect of any dilutive securities. This compares with a loss of $46.4 million or $0.79 per share incurred during the same quarter of the prior year. Operating results in the fourth quarter of 2018 include earnings from discontinued operations of $3.0 million.

For the three months ended December 31,	2019	2018
Net earnings (loss) before income taxes from continuing operations		
Goodman & Company, Investment Counsel Inc.	$ (52)	$ 1,131
United Hydrocarbon International Corp.	(18,140)	(34,091)
Dundee Sustainable Technologies Inc.	(766)	(1,141)
Blue Goose Capital Corp.	(534)	(1,315)
AgriMarine Holdings Inc.	(667)	(972)
Dundee 360 Real Estate Corporation	967	(1,351)
Dundee Energy Limited	-	(90)
Eurogas International Inc.	-	(478)
Dundee Securities Ltd.	-	(733)
	(19,192)	(39,040)
Adjusted for the corporate and other portfolio holdings segment:		
Net income (loss) from investments	32,682	(16,229)
Share of loss from equity accounted investments	(939)	(7,751)
Other items in the corporate and other portfolio holdings segment	(5,000)	20,047
Income tax expense	(4,947)	(9,519)
Net earnings (loss) from continuing operations	2,604	(52,492)
Net earnings from discontinued operations		
Dundee Energy Limited Partnership	-	9,018
Dundee 360 Real Estate Corporation's brokerage division	-	(6,046)
Net earnings from discontinued operations	-	2,972
Net earnings (loss) for the period	**$ 2,604**	**$ (49,520)**
Net earnings (loss) attributable to owners of the parent:		
Continuing operations	$ 6,299	$ (45,584)
Discontinued operations	-	(820)
	$ 6,299	**$ (46,404)**

Continuing Operations

During the three months ended December 31, 2019, the Corporation recognized net earnings from continuing operations attributable to owners of the Corporation of $2.6 million, or earnings of $0.04 per share, before the effect of any dilutive securities. This compares with a loss from continuing operations attributable to owners of the Corporation of $45.6 million in the same period of 2018, representing a loss of $0.78 per share.

A more detailed discussion of fourth quarter operating results of each of the Corporation’s operating subsidiaries and business segments is provided below.

Segmented Results of Operations

GOODMAN & COMPANY, INVESTMENT COUNSEL INC.

During the three months ended December 31, 2019, GCIC incurred a net loss before taxes of $0.1 million, compared with net earnings before taxes of $1.1 million earned in the same period of the prior year. Exclusive of a $2.6 million gain on the sale of Dundee Securities, GCIC recognized a net loss before taxes of $1.5 million during the fourth quarter of 2018.

For the three months ended December 31,		2019		2018
Revenues				
Management and performance fees	$	240	$	247
Financial services		281		-
Interest and other		14		2,653
		535		2,900
Other items in net (loss) earnings before tax				
Depreciation		(20)		(3)
General and administrative		(671)		(1,653)
Share of earnings (loss) from equity accounted investments		106		(116)
Interest expense		(2)		3
Net (loss) earnings before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(52)**	**$**	**1,131**
Net (loss) earnings before taxes, Goodman & Company, Investment Counsel Inc., attributable to:				
Owners of Dundee Corporation	$	(52)	$	1,131
Non-controlling interest		-		-
Net (loss) earnings before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(52)**	**$**	**1,131**

Management fee revenues were $0.2 million during the three months ended December 31, 2019 and 2018. Average AUM for the three months ended December 31, 2019 was $51.0 million (2018 – $54.7 million). During the fourth quarter of 2019, the average management fee rate on AUM was 1.89% (2018 – 1.81%). Consistent with the year-to-date results and exclusive of the aforementioned $2.6 million gain, interest and other revenue remained flat year-over-year.

General and administrative expenses decreased by $1.0 million from $1.7 million during the fourth quarter of 2018 to $0.7 million during the same quarter of 2019. The reduction of general and administrative expenses year-over-year was mainly due to the streamlining of its business strategy. During the current quarter of 2019, GCIC recognized a $0.1 million gain (2018 – loss of $0.l million) from its share of earnings or loss from its equity investment in DUK.

DUNDEE SUSTAINABLE TECHNOLOGIES INC.

During the three months ended December 31, 2019, Dundee Technologies incurred a net loss before taxes of $0.8 million (2018 – $1.1 million).

RESULTS OF OPERATIONS

For the three months ended December 31,		2019		2018
Revenues				
Technical services	$	466	$	519
		466		519
Cost of sales		(456)		(413)
Other items in net loss before taxes				
Depreciation		(153)		(461)
General and administrative		(415)		(643)
Interest expense		(203)		(142)
Foreign exchange loss		(5)		(1)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(766)**	**$**	**(1,141)**
Net loss before taxes, Dundee Sustainable Technologies Inc. attributable to:				
Owners of Dundee Corporation	$	(298)	$	(578)
Non-controlling interest		(468)		(563)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(766)**	**$**	**(1,141)**

During the fourth quarter of 2019, Dundee Technologies continued to expand the provision of technical services in the mining industry to evaluate processing alternatives using its state-of-the-art metallurgy plant and skilled technical team. Revenue during the current quarter was $0.5 million, slightly below the revenue earned in the same quarter of the prior year.

Dundee Technologies incurred operating expenses of $0.9 million in the fourth quarter of 2019 (2018 – $1.1 million), of which $0.5 million (2018 – $0.4 million) was attributed to cost of sales and $0.4 million (2018 – $0.7 million) in general and administrative costs.

BLUE GOOSE CAPITAL CORP.

During the fourth quarter of 2019, Blue Goose incurred a pre-tax loss of $0.5 million (2018 – $1.3 million).

RESULTS OF OPERATIONS

For the three months ended December 31,		2019		2018
Revenues				
Sales	$	3,608	$	5,127
Other income		1,433		491
		5,041		5,618
Cost of sales		(8,009)		(7,040)
Other items in net loss before taxes				
Depreciation and depletion				
Depreciation		(864)		(631)
General and administrative		(709)		(692)
Fair value changes in livestock		3,827		2,900
Interest expense		180		(1,470)
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(534)**	**$**	**(1,315)**
Net loss before taxes, Blue Goose Capital Corp. attributable to:				
Owners of Dundee Corporation	$	(476)	$	(1,174)
Non-controlling interest		(58)		(141)
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(534)**	**$**	**(1,315)**

Contribution Margins

During the three months ended December 31, 2019, Blue Goose incurred a negative contribution margin of $0.6 million (2018 – positive contribution margin of $1.0 million) on total sales of $3.6 million (2018 – $5.1 million). The contribution margin, before adjusting for fair value changes, was negative $2.1 million in the fourth quarter of 2019 (2018 – positive of $0.1 million).

For the three months ended December 31,				2019
	Beef	Fish	Chicken	Total
Sales	$ 3,619	$ (11)	$ -	$ 3,608
Cost of sales, period cost	(5,559)	(168)	-	(5,727)
	(1,940)	(179)	-	(2,119)
Fair value changes				
Fair value changes in livestock	3,827	-	-	3,827
Cost of sales, fair value harvested	(2,282)	-	-	(2,282)
	1,545	-	-	1,545
Contribution margin	**$ (395)**	**$ (179)**	**$ -**	**$ (574)**

For the three months ended December 31,				2018
	Beef	Fish	Chicken	Total
Sales	$ 3,241	$ 62	$ 1,824	$ 5,127
Cost of sales, period cost	(2,712)	(502)	(1,775)	(4,989)
	529	(440)	49	138
Fair value changes				
Fair value changes in livestock	2,296	604	-	2,900
Cost of sales, fair value harvested	(1,988)	(63)	-	(2,051)
	308	541	-	849
Contribution margin	**$ 837**	**$ 101**	**$ 49**	**$ 987**

Due to higher sale of live cattle in the current quarter, revenue from the sale of beef increased by $0.4 million to $3.6 million in the fourth quarter of 2019, compared with the same period of the prior year. The $2.8 million increase in period costs was mainly due to the re-pricing of the internal hay production cost in the current quarter. The fair value change in livestock increased by $1.5 million to $3.8 million in the fourth quarter of 2019 compared to the same period of 2018. The increase was mainly due to higher commodity prices in the fourth quarter of 2019.

As a result of the sale of the remaining fish inventory in the third quarter of 2019 and the exit from the fish operation in December 2019, period costs reduced by $0.3 million to $0.2 million in the fourth quarter of 2019.

AGRIMARINE HOLDINGS INC.

During the fourth quarter of 2019, AgriMarine incurred a pre-tax net loss of $0.7 million, compared with a pre-tax net loss of $1.0 million in the same period in the prior year. The 2018 loss included a $0.3 million write-off of inventory and intangible assets.

RESULTS OF OPERATIONS

For the three months ended December 31,		2019		2018
Sales revenue				
Sales	$	1,761	$	1,953
Interest and other		9		24
		1,770		1,977
Cost of sales		(1,392)		(1,944)
Other items in net loss before taxes				
Depreciation		(329)		-
General and administrative		(672)		(969)
Interest expense		(40)		(34)
Foreign exchange loss		(4)		(2)
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(667)**	**$**	**(972)**
Net loss before taxes, AgriMarine Holdings Inc. attributable to:				
Owners of Dundee Corporation	$	(667)	$	(972)
Non-controlling interest		-		-
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(667)**	**$**	**(972)**

During the three months ended December 31, 2019, AgriMarine generated revenue of $1.8 million (2018 – $2.0 million) and a contribution margin of $0.4 million (2018 – negative contribution margin of $9,000).

At WCF, the volume of fish harvested during the fourth quarter of 2019 was 220,000 kilograms (2018 – 234,000 kilograms), translating into 187,000 kilograms or 412,000 pounds (2018 – 198,000 kilograms or 436,000 pound) of product sold, at an average selling price of $9.34 per kilogram or $4.24 per pound (2018 – $9.96 per kilogram or $4.53 per pound).

CONTRIBUTION MARGINS

For the three months ended December 31,		2019		2018
Revenues	$	1,761	$	1,953
Cost of sales		(1,392)		(1,944)
Contribution margin		369		9
Other adjustment – Inventory write-off		-		(17)
Contribution margin with other adjustment	**$**	**369**	**$**	**(8)**

DUNDEE 360 REAL ESTATE CORPORATION

During the three months ended December 31, 2019, Dundee 360 recognized pre-tax earnings of $1.0 million, compared with a pre-tax loss of $1.4 million incurred in its continuing operations. The 2019 pre-tax earnings are mainly due to the share of earnings of $1.3 million from its real estate joint venture in France, compared to the share of $1.3 million loss in the fourth quarter of 2018.

In addition, during the fourth quarter of 2018, Dundee 360 recognized a pre-tax loss of $8.3 million from its discontinued operations. As described in the year-to-date results, Dundee 360 did not recognize any further loss in the fourth quarter of 2019 subsequent to the disposition of its brokerage division in May 2019.

RESULTS OF OPERATIONS

	Continuing Operations		Discontinued Operations		Total	
For the three months ended December 31,	2019	2018	2019	2018	2019	2018
Revenues						
Gross commission income	$ -	$ -	$ -	$ 24,639	$ -	$ 24,639
Consulting and management fees	106	175	-	-	106	175
Sales and marketing fees	-	-	-	45	-	45
Other revenue	-	408	-	2,539	-	2,947
Interest, dividends and other	-	203	-	167	-	370
	106	786	-	27,390	106	28,176
Cost of sales	-	-	-	(22,642)	-	(22,642)
Other items in net loss before taxes						
Depreciation and depletion	(64)	(17)	-	(8,169)	(64)	(8,186)
General and administrative	(341)	(731)	-	(4,826)	(341)	(5,557)
Share of income (loss) from real estate joint ventures	1,259	(1,334)	-	-	1,259	(1,334)
Finance expense	7	(55)	-	(23)	7	(78)
Net loss before taxes, Dundee 360 Real Estate Corporation	**$ 967**	**$ (1,351)**	**$ -**	**$ (8,270)**	**$ 967**	**$ (9,621)**
Net earnings (loss) before taxes, Dundee 360 Real Estate Corporation attributable to:						
Owners of Dundee Corporation	$ 971	$ (1,356)	$ -	$ (8,270)	$ 971	$ (9,626)
Non-controlling interest	(4)	5	-	-	(4)	5
Net loss before taxes, Dundee 360 Real Estate Corporation	**$ 967**	**$ (1,351)**	**$ -**	**$ (8,270)**	**$ 967**	**$ (9,621)**

Continuing Operations

Compared with the same quarter of the prior year, revenues from its real estate project management activities decreased by $0.7 million to $0.1 million for the three months ended December 31, 2019. The year-over-year decrease of general and administrative expense of $0.4 million was mainly due to the closure of the Montreal office. Dundee 360 recognized $1.3 million in earnings (2018 – loss of $1.3 million) from its share of income or loss from its real estate joint venture during the fourth quarter of 2019. This was primarily due to the Edenarc joint venture in France with the delivery of residential units during the current quarter.

Discontinued Operations

Gross commission revenues for the fourth quarter of 2018 were $24.6 million and associated commissions paid to brokers and agents were $22.6 million, resulting in a net contribution margin of $2.0 million or 8.1%.

CONSOLIDATED QUARTERLY BUSINESS TRENDS

	2019				2018			
For the three months ended	31-Dec	30-Sept	30-Jun	31-Mar	31-Dec	30-Sept	30-Jun	31-Mar
Net income (loss) from investments	$ 32,682	$ (15,721)	$ 5,406	$ 28,078	$ (16,229)	$ (31,505)	$ (12,323)	$ (6,740)
Share of earnings (loss) from equity accounted investments	426	2,221	(2,780)	(508)	(9,126)	(6,995)	(38,574)	(10,267)
Other items in net earnings (loss)	(30,504)	(16,219)	(11,000)	(11,489)	(27,137)	(15,107)	(26,469)	(5,345)
Net earnings (loss) from continuing operations	$ 2,604	$ (29,719)	$ (8,374)	$ 16,081	$ (52,492)	$ (53,607)	$ (77,366)	$ (22,352)
Net earnings (loss) from discontinued operations	-	-	(115)	(1,216)	2,972	(1,917)	(1,709)	(2,658)
Net earnings (loss)	$ 2,604	$ (29,719)	$ (8,489)	$ 14,865	$ (49,520)	$ (55,524)	$ (79,075)	$ (25,010)
Attributable to owners of the parent								
Continuing operations	$ 6,299	$ (28,592)	$ (7,765)	$ 16,067	$ (45,584)	$ (53,235)	$ (76,013)	$ (22,810)
Discontinued operations	-	-	(115)	(1,216)	(820)	(1,065)	(917)	(1,979)
Attributable to non-controlling interest								
Continuing operations	(3,695)	(1,127)	(609)	14	(6,908)	(372)	(1,353)	458
Discontinued operations	-	-	-	-	3,792	(852)	(792)	(679)
	$ 2,604	$ (29,719)	$ (8,489)	$ 14,865	$ (49,520)	$ (55,524)	$ (79,075)	$ (25,010)
Earnings (loss) per share								
Basic								
Continuing operations	$ 0.04	$ (0.30)	$ (0.12)	$ 0.23	$ (0.78)	$ (0.90)	$ (1.32)	$ (0.42)
Discontinued operations	-	-	-	(0.02)	(0.01)	(0.02)	(0.02)	(0.03)
	$ 0.04	$ (0.30)	$ (0.12)	$ 0.21	$ (0.79)	$ (0.92)	$ (1.34)	$ (0.45)
Diluted								
Continuing operations	$ 0.04	$ (0.30)	$ (0.12)	$ 0.13	$ (0.78)	$ (0.90)	$ (1.32)	$ (0.42)
Discontinued operations	-	-	-	(0.01)	(0.01)	(0.02)	(0.02)	(0.03)
	$ 0.04	$ (0.30)	$ (0.12)	$ 0.12	$ (0.79)	$ (0.92)	$ (1.34)	$ (0.45)

- During the third quarter of 2019, Blue Goose incurred an impairment charge of $10.0 million against certain properties and equipment, reducing their carrying value to their estimated realizable amount.
- During the fourth quarter of 2018, the Corporation recognized a $30.0 million gain in respect of the embedded derivative on Preference Shares, series 5. In the same quarter, the Corporation recognized a $4.0 million amortization charge against the trademarks, reducing the carrying value to the estimated fair value.
- During the second quarter of 2018, the Corporation recognized a $38.8 million loss from its equity investment in PELP, in which an impairment charge of $22.3 million was recorded to reduce its investment carrying value to $nil.
- Included in net earnings or loss are amounts reflecting changes in the fair value of the Corporation's direct investments in public and private securities. These changes are determined by equity and credit markets and are expected to result in significant fluctuations in net earnings or loss. The Corporation believes that equity and credit markets do not necessarily correctly reflect the underlying value of certain assets. As a consequence, management of the Corporation believes that the amount of unrealized gains or losses that will be included in net earnings or loss in any given period typically provides little analytical or predictive value to the readers of the Corporation's financial information.
- The Corporation's share of earnings or losses from equity accounted investments is included in the Corporation's net earnings or loss for each quarter. As with changes in the fair value of the Corporation's investment portfolio, earnings or losses from each equity accounted investee and dilution gains and losses from these investments will fluctuate from period to period and may depend on market forces or other operating conditions that are not necessarily under the Corporation's direct control.

OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of business, the Corporation executes agreements that provide for indemnification to third parties in transactions such as business combinations. The Corporation has also agreed to indemnify its directors and officers and those of certain of its subsidiaries to the extent permitted under corporate law, against costs and damages that may be incurred by such individuals as a result of lawsuits or any other proceedings in which they are sued as a result of their services. The nature of these agreements precludes the possibility of making a reasonable estimate of the maximum potential amount the Corporation could be required to pay third parties, as the agreements often do not specify a maximum amount and the amounts are dependent on the outcome of future contingent events, the nature and likelihood of which cannot be determined. Historically, the Corporation has not made any payments under such indemnification agreements. No amounts have been recorded in the 2019 Audited Consolidated Financial Statements with respect to these indemnifications.

The Corporation and its operating subsidiaries may become liable under guarantees that are issued in the normal course of business (see *"Commitments and Contingencies"*) and with respect to litigation and claims that may arise from time to time. In the opinion of management, any liability that may arise from such contingencies would not have a material adverse effect on the 2019 Audited Consolidated Financial Statements of the Corporation.

COMMITMENTS AND CONTINGENCIES

Commitments and contingencies are detailed in note 27 to the 2019 Audited Consolidated Financial Statements. The following table summarizes payments due for the next five years and thereafter in respect of the Corporation's contractual obligations and the obligations of its subsidiaries.

	Expected Payments Schedule						
	2020	2021	2022	2023	2024	Thereafter	Total
Accounts payable and accrued liabilities	$ 30,967		$ -		$ -	$ -	$ 30,967
Credit facilities, Blue Goose Capital Corp. (i)	18,216	19,794	2,473	6,278	-	-	46,761
Debt facilities, Dundee 360 Real Estate Corporation (i)	5	-	-	-	-	-	5
Leases and other commitments (ii)	5,043	4,650	2,296	1,179	882	2,899	16,949
Interest on Blue Goose Capital Corp.'s credit facilities (iii)	2,864	1,463	422	152	-	-	4,901
	$ 57,095	**$ 25,907**	**$ 5,191**	**$ 7,609**	**$ 882**	**$ 2,899**	**$ 99,583**

(i) A detailed discussion of corporate debt in each of the Corporation's operating subsidiaries is presented under "Segmented Results of Operations – Changes in Financial Condition" in this MD&A and in respect of each operating subsidiary.

(ii) Lease obligations include minimum commitments to landlords, suppliers and service providers. Several of these commitments oblige the Corporation or its subsidiaries to pay additional amounts if usage or transaction activity exceeds specified levels.

(iii) Interest amounts exclude interest amounts due on demand revolving facilities.

Commitments

Other than lease commitments for rental property and equipment that have been entered into by the Corporation in the normal course of business, and which have been included as *"Leases and other commitments"* in the above table, the Corporation and its subsidiaries have not entered into any other commitment.

Contingencies

- In order to support a $5.0 million investment by Investissement Québec into Dundee Technologies, the Corporation has guaranteed $1.5 million of debt under these arrangements.
- Blue Goose established a real property loan facility for $10.0 million. Dundee Agricultural Corporation, a wholly-owned subsidiary of the Corporation, has provided a full guarantee in respect of the loan. The lender does not have recourse to Dundee Corporation in respect of this guarantee.
- Filing of the Corporation's tax returns requires the interpretation of complex tax laws and regulations. The CRA audits the Corporation's tax returns annually to ensure compliance with the tax laws and regulations. For the taxation year ended December 31, 2014, the CRA has disagreed with a principal filing position and re-assessed the Corporation for $12.0 million. The Corporation paid the full $12.0 million in order to stop interest accruing and has appealed the re-assessment. As a result, the $12.0 million has been recorded as "*Deposit with taxation authority*" in the 2019 Audited Consolidated Financial Statements. Presently, the Corporation does not expect the change in filing position to result in income taxes payable in respect of its 2015-2019 taxation years.
- In the normal course of its business, the Corporation may invest in structures or investment products that require an upfront commitment, in expectation that the Corporation will fund its commitment in the future on a drawdown basis. The Corporation does not record these obligations, but rather, amounts drawn are subsequently recorded as incurred.

- The Corporation may commit to provide credit facilities to investee companies. Generally, the Corporation's commitments under these types of arrangements are short-term in nature and are extended to provide temporary bridge financing arrangements to investee companies in expectation of future equity or debt issuances.

RELATED PARTY TRANSACTIONS

The Corporation has not entered into any transactions with related parties, other than as disclosed in note 28 to the 2019 Audited Consolidated Financial Statements.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The 2019 Audited Consolidated Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board, and with interpretations of the International Financial Reporting Interpretations Committee which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook – Accounting. A summary of the more significant accounting policies applied in the preparation of the 2019 Audited Consolidated Financial Statements is included in note 3 to the 2019 Audited Consolidated Financial Statements. Note 3 to the 2019 Audited Consolidated Financial Statements also provides information regarding accounting standards, interpretations and amendments to existing standards that are not yet effective.

The preparation of the Corporation's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and other items in net earnings or loss and the related disclosure of contingent assets and liabilities. Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain.

The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of revenues and other items in net earnings that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A summary of the more significant judgments and estimates made by management in the preparation of its financial information is provided in note 4 to the 2019 Audited Consolidated Financial Statements.

CONTROLS AND PROCEDURES

During 2019, the Chief Executive Officer and the Chief Financial Officer of the Corporation were responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting, as defined in the Canadian Securities Administrators' National Instrument 52-109, "*Certification of Disclosure in Issuers' Annual and Interim Filings*".

Management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, has assessed the effectiveness of the Corporation's internal control over financial reporting as at December 31, 2019, based on the criteria set out in the "*Internal Control – Integrated Framework (2013)*" issued by The Committee of Sponsoring Organizations of the Treadway Commission (COSO) and concluded that it was effective as of that date. Management also assessed the effectiveness of disclosure controls and procedures. Based on these assessments, the Chief Executive Officer and the Chief Financial Officer concluded that, as at December 31, 2019, the Corporation's internal control over financial reporting and its disclosure controls and procedures were effective.

The Chief Executive Officer and the Chief Financial Officer of the Corporation have also assessed whether there were any changes to the Corporation's internal control over financial reporting during the year ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect the Corporation's internal control over financial reporting. There were no changes identified during their assessment.

MANAGING RISK

The risks faced by the Corporation are described in the Corporation's 2019 Annual Information Form under "Risk Factors" which is available on SEDAR at *www.sedar.com*. These business risks should be considered by interested parties when evaluating the Corporation's performance and its outlook.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Dundee Corporation's public communications may include written or oral forward looking statements. Statements of this type are included in this MD&A, and may be included in other filings with the Canadian regulators, stock exchanges or in other communications. All such statements constitute forward looking information within the meaning of securities law and are made pursuant to the "safe harbour" provisions of applicable securities laws. Forward looking statements may include, but are not limited to, statements about anticipated future events or results including comments with respect to the Corporation's objectives and priorities for 2020 and beyond, and strategies or further actions with respect to the Corporation, its products and services, business operations, financial performance and condition. Forward looking statements are statements that are predictive in nature, depend upon or refer to future events or conditions or include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or similar expressions concerning matters that are not historical facts. Such statements are based on current expectations of the Corporation's management and inherently involve numerous risks and uncertainties, known and unknown, including economic factors and those affecting the financial services, energy, resources, agriculture and real estate industries generally. The forward looking information contained in this MD&A is presented for the purpose of assisting shareholders in understanding business and strategic priorities and objectives as at the periods indicated and may not be appropriate for other purposes.

A number of risks, uncertainties and other factors may cause actual results to differ materially from the forward looking statements contained in this MD&A, including, among other factors, those referenced in the section entitled "Risk Factors" in the Corporation's Annual Information Form, which include, but are not limited to, capital requirements and dilution risk of the Corporation, its subsidiaries and companies in which they invest ("Investees"); the Corporation's ability and the ability of its subsidiaries and Investees to raise additional capital through equity or debt financing and/or refinancing on acceptable terms; the illiquidity of certain of the Corporation's investments, which limits the Corporation's ability to vary its portfolio promptly in response to changing economic or investment conditions or may require the Corporation to dispose of investments at lower prices in order to generate sufficient cash for operations; the volatility of commodity prices which directly affect the Corporation's expected revenues, net income and valuation; tax contingencies which may subject the Corporation to the payment of additional tax, interest and/or penalties; concentration in the Corporation's portfolio of proprietary investments; risk of litigation against the Corporation, its subsidiaries and Investees; the ability of the Corporation's subsidiaries and Investees to comply with debt covenants; managing risks affecting Investees; credit risks from counter parties; reputational risk caused by adverse publicity; regulatory risk affecting asset managers; foreign country risks inherent in investing and doing business internationally; exposure to fluctuations in value of equity interests; risks inherent in operating in the resource industry; regulatory and environmental risks affecting Investees; the requirement of significant capital to advance or sustain operations of resource companies; uncertainties associated with resource exploration and development; infrastructure risks affecting resource companies; uncertainty of mineral resource estimates and oil and gas reserve estimates; agricultural investees' risks relating to natural causes and extraordinary events; product contamination risk for agricultural Investees; operational risks; technology risks affecting Investees; competition; controlling shareholder risk; adequacy of insurance coverage; political and regulatory and environmental, health and safety risks affecting Investees; the reliance on skilled labour, key personnel and operators; regulatory capital requirements affecting Corporation subsidiaries; other risks. The preceding list is not exhaustive of all possible risk factors that may influence actual results, and is compiled based upon information available as at March 26, 2020 and should be read in conjunction with the section entitled "Risk Factors" in the Corporation's Annual Information Form.

Forward looking statements contained in this MD&A are based upon assumptions about the future performance of the Canadian, European and United States economies, which were material factors considered by management when setting Dundee Corporation's strategic priorities and objectives. In determining expectations for economic growth in the financial services, energy, resource, agriculture and real estate sectors, the Corporation considered historical economic data provided by the

Canadian government and its agencies, and market and general economic conditions, which factors are unpredictable and may impact the Corporation's performance.

Forward looking statements contained in this MD&A are not guarantees of future performance and, while forward looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward looking statements, whether as a result of new information, future events or otherwise.

INFORMATION CONCERNING DUNDEE CORPORATION

Additional information relating to Dundee Corporation, including a copy of the Corporation's Annual Information Form, may be found on SEDAR at *www.sedar.com* and the Corporation's website at *www.dundeecorp.com* .

Toronto, Ontario
March 26, 2020