DUNDEE CORPORATION

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2018 FIRST QUARTER REPORT

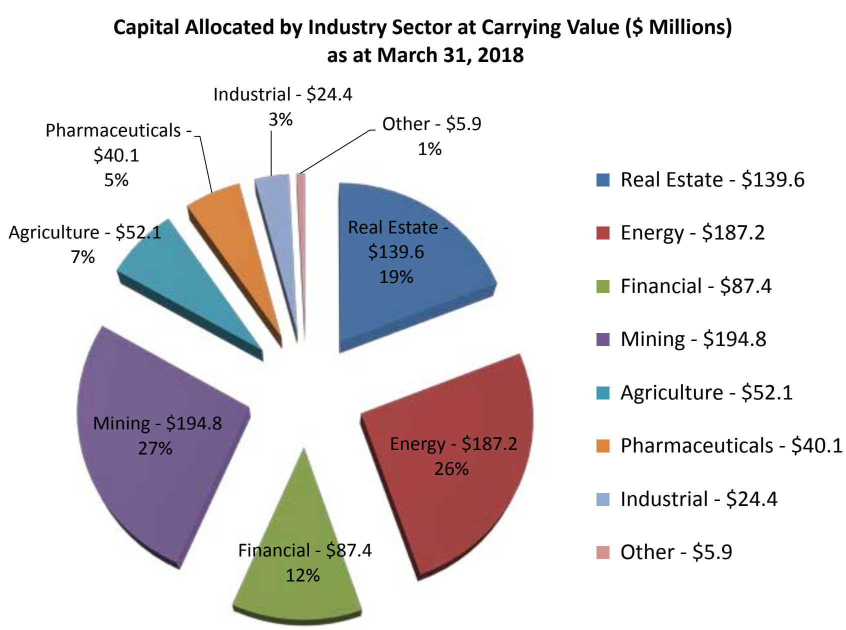
DUNDEE CORPORATION
Management's Discussion and Analysis

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 May 11, 2018 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, 2017 (the "2017 Audited Consolidated Financial Statements"), together with the accompanying MD&A for the year then ended, and with the unaudited condensed interim consolidated financial statements of the Corporation as at and for the three months ended March 31, 2018 (the "March 2018 Interim 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.

DUNDEE CORPORATION'S CAPITAL ALLOCATED BY INDUSTRY SECTOR



UNDERSTANDING THE ALLOCATION OF DUNDEE CORPORATION'S CAPITAL

		Carrying Value March 31, 2018	Carrying Value December 31, 2017
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.	$ 283,391	$ 275,137
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.	95,831	104,761
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.	352,272	385,193
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.	(15,796)	(28,531)
	SHAREHOLDERS' EQUITY	**$ 715,698**	**$ 736,560**
	Less: Shareholders' equity attributable to holders of:		
	Preference Shares, series 2	(84,053)	(84,053)
	Preference Shares, series 3	(43,015)	(43,015)
	SHAREHOLDERS' EQUITY ATTRIBUTABLE TO CLASS A SUBORDINATE SHARES AND CLASS B SHARES OF THE CORPORATION	**$ 588,630**	**$ 609,492**
	Number of Class A Subordinate Shares and Class B Shares of the Corporation outstanding		
	Class A Subordinate Shares	55,701,603	55,701,603
	Class B Shares	3,114,804	3,114,804
		58,816,407	58,816,407
	SHAREHOLDERS' EQUITY ON A PER SHARE BASIS*	**$ 10.01**	**$ 10.36**

* *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 wealth management and 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.

- **"Barrel of Oil Equivalent"** or "boe" is calculated at a barrel of oil conversion ratio of six thousand cubic feet ("Mcf") of natural gas to one barrel ("bbl") of oil (6 Mcf to 1 bbl), based on an energy equivalency conversion method which is primarily applicable at the burner tip and does not always represent a value equivalency at the wellhead.

- **"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 because it eliminates the effects of financing and accounting decisions.

- **"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.

- **"Field Level Cash Flows"** are calculated as revenue from oil and natural gas sales, less royalties and cost of sales. Field level cash flows contribute to working capital, including debt management, as well as to the funding of capital expenditure requirements for the Corporation's resource-based business activities.

- **"Field Netbacks"** refer to field level cash flows expressed on a measurement unit or barrel of oil equivalent basis.

- **"Per Day Amount" or ("/d")** is used throughout this MD&A to reflect oil and gas production volumes on an average per day basis.

- **“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 in accordance with IFRS by the aggregate number of Subordinate Shares and Class B Shares of the Corporation issued and outstanding as at the date of such calculation.

RESULTS OF OPERATIONS

Three months ended March 31, 2018 compared with three months ended March 31, 2017

Consolidated Net Earnings

During the first three months of 2018, the Corporation incurred a net loss attributable to owners of the Corporation of $24.8 million, or a loss of $0.45 per share. This compares with net earnings attributable to owners of the Corporation of $29.5 million in the same period of 2017, representing earnings of $0.47 per share, before the effect of any dilutive securities. The following table summarizes the Corporation’s net operating earnings or loss on a per segment basis.

For the three months ended March 31,		2018		2017
Net (loss) earnings before income taxes from continuing operations				
Goodman & Company, Investment Counsel Inc.	$	(1,940)	$	(1,550)
Dundee Securities Ltd.		(1,840)		1,040
Dundee Energy Limited		706		(206)
United Hydrocarbon International Corp.		6,036		(3,305)
Dundee Sustainable Technologies Inc.		(453)		(1,143)
Eurogas International Inc.		(164)		(147)
Blue Goose Capital Corp.		(6,400)		(1,908)
AgriMarine Holdings Inc.		(474)		(995)
Dundee 360 Real Estate Corporation		(1,681)		162
		(6,210)		(8,052)
Adjusted for the corporate and other portfolio holdings segment:				
Changes in the market value of investments		(7,814)		57,411
Share of loss from equity accounted investments		(10,159)		(1,973)
Other items in the corporate and other portfolio holdings segment		(4,780)		(5,702)
Income tax recovery (expense)		5,567		(13,162)
Net (loss) earnings from continuing operations		(23,396)		28,522
Net (loss) earnings from discontinued operations				
Dundee Energy Limited Partnership		(1,614)		229
Blue Goose Pure Foods Ltd.		-		(535)
Net loss from discontinued operations		(1,614)		(306)
Net (loss) earnings for the period	**$**	**(25,010)**	**$**	**28,216**
Net (loss) earnings attributable to owners of the parent:				
Continuing operations	$	(23,854)	$	29,888
Discontinued operations		(935)		(349)
	$	**(24,789)**	**$**	**29,539**

Continuing Operations

During the three months ended March 31, 2018, the Corporation incurred a net loss from continuing operations attributable to owners of the Corporation of $23.9 million, or a loss of $0.43 per share. This compares with net earnings from continuing operations attributable to owners of the Corporation of $29.9 million in the same period of 2017, representing earnings of $0.48 per share, before the effect of any dilutive securities.

Operating results during the first three months of 2018 reflect $8.8 million of market depreciation in certain of the Corporation's investments that are carried in the consolidated financial statements at FVTPL. In comparison, during the first quarter of the prior year, these investments realized market appreciation of $57.4 million. As 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, they 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.

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 the first three months of 2018, the Corporation recognized a loss from its equity accounted investments of $10.2 million, compared with a loss of $2.0 million in the same period of the prior year.

Highlights of other period-over-period 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") grew its AUM to $210.8 million at March 31, 2018, compared with $194.1 million at December 31, 2017. Early in 2018, it successfully launched *CMP 2018 Resource Limited Partnership*, a tax-sheltered limited partnership that raised capital of $30.6 million. Pre-tax operating losses in this segment, exclusive of a $1.0 million loss related to the writedown of a loan receivable, decreased to $0.9 million during the first quarter of 2018, compared with a loss of $1.6 million in the same period of the prior year, reflecting, in part, cost rationalization as the business strategy of this entity is further streamlined.

- Dundee Securities Ltd. ("Dundee Securities") has initiated the process of realigning its business strategy to accommodate the Corporation's ongoing strategy. In early April 2018, Dundee Securities opened a Vancouver office to accommodate four seasoned investment banking professionals with significant expertise in the resource sector. During the three months ended March 31, 2018, Dundee Securities incurred an operating loss of $1.8 million from its residual retail business and from its proprietary trading portfolio, compared with earnings of $1.0 million in the first quarter of the prior year. Earnings in the first quarter of 2017 included certain residual amounts related to the disposition of certain assets in 2016.

- During the first quarter of 2018, Dundee Energy Limited ("Dundee Energy") continued to work with the lender to its wholly-owned subsidiary, Dundee Energy Limited Partnership ("DELP"), under the terms of a court-supervised sale solicitation process pursuant to the *Companies' Creditors Arrangement Act*. On April 20, 2018, Dundee Energy announced that a purchaser for substantially all of the assets of DELP had been identified. The transaction remains subject to approval by the Ontario Superior Court of Justice. Dundee Energy reported a pre-tax loss of $0.9 million in the first quarter of 2018, including a loss of $1.6 million relating to the operations of DELP, which have been classified in the March 2018 Interim Consolidated Financial Statements as *"Discontinued Operations"*.

- On September 22, 2017, the Corporation's 83% owned subsidiary, United Hydrocarbon International Corp. ("UHIC"), completed a transaction whereby it sold its interest in United Hydrocarbon Chad Ltd. ("UHCL") to Delonex Energy Limited ("Delonex"), a Sub-Saharan oil and gas company focused on exploration, development and production. In consideration, UHIC received an ongoing royalty interest in the underlying exploration properties. Furthermore, UHIC will be entitled to certain contingent bonus payments upon Delonex achieving first oil on these properties. During the first quarter of 2018, UHIC reported net earnings before taxes of $6.0 million, essentially all of which relates to mark-to-market gains realized from changes in the market values of the royalty interest and the bonus contingency since December 31, 2017, including fair value changes stemming from changes in foreign exchange rates.

- Dundee Sustainable Technologies Inc. ("Dundee Technologies") incurred a pre-tax operating loss of $0.5 million during the first quarter of 2018, compared with a pre-tax operating loss of $1.1 million incurred in the first quarter of 2017. 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.

- During the first quarter of 2018, Blue Goose Capital Corp. ("Blue Goose") incurred a net pre-tax operating loss of $6.4 million from continuing operations, compared with a net pre-tax operating loss from continuing operations of $1.9 million in the first quarter of 2017. Blue Goose's operating performance is partially driven by changes in the fair value of its livestock, which is subject to volatility from period-over-period changes in the physical growth of its biomass, as well as changes in market prices for the commodity. Blue Goose experienced higher than normal cost of sales in the current quarter that is reflective of supply constraints on grazing lands following a series of wildfires in northern British Columbia during the summer of 2017.

  Results in the first quarter of the prior year include the operations of Blue Goose Pure Foods Ltd. ("BGPF"), the subsidiary through which Blue Goose had acquired the business of Tender Choice Foods Inc. ("Tender Choice"). An interim receiver was appointed in respect of these assets in December 2017. Accordingly, the operating results of BGPF have been classified as *"Discontinued Operations"*.

- 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 the first quarter of 2018, AgriMarine reported pre-tax operating losses of $0.5 million, compared with pre-tax operating losses of $1.0 million incurred in the first quarter of the prior year.

- During the first quarter of 2018, Dundee 360 Real Estate Corporation ("Dundee 360") incurred a pre-tax loss of $1.7 million compared with earnings of $0.2 million in the first quarter of 2017. Operating performance in the first quarter of the prior year benefited from the recognition of certain project-driven revenues. Dundee 360 is focused on monetizing various international real estate development interests, continuing agent growth and market expansion initiatives in its real estate brokerage division, sourcing new project management opportunities and creating potential financing vehicles to allow it to continue growing its business.

OPERATING SUBSIDIARIES AS AT MARCH 31, 2018

	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 March 31, 2018*
Subsidiaries That Are Not Publicly Listed							
United Hydrocarbon International Corp.				83%	$ 207,293	$ (36,170)	$ 171,123
Blue Goose Capital Corp.				90%	36,918	(1,208)	35,710
Dundee Securities Ltd. (note 3)				100%	26,623	-	26,623
Dundee 360 Real Estate Corporation				100%	25,196	(455)	24,741
AgriMarine Holdings Inc.				100%	15,651	-	15,651
Goodman & Company, Investment Counsel Inc.				100%	2,854	-	2,854
Dundee Energy Limited				58%	(2,985)	3,213	228
Dundee Energy Limited Partnership (discontinued operations)				58%	(5,107)	2,148	(2,959)
Subsidiaries That Are Publicly Listed							
Dundee Sustainable Technologies Inc.	DST	228,068.5	$0.09	63%	2,232	4,958	7,190
Eurogas International Inc.	EI	16,646.8	$0.01	54%	(428)	2,658	2,230
TOTAL – OPERATING SUBSIDIARIES							**$ 283,391**

1. *See note 28 "Segmented Information" to the March 2018 Interim 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 17 "Non-Controlling Interest" to the March 2018 Interim Consolidated Financial Statements for information regarding the carrying value of non-controlling interest in each subsidiary.*
3. *Includes "Dundee Securities Europe Limited", a sister company to Dundee Securities Ltd.*

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 28 to the March 2018 Interim 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. Information about GCIC may be accessed at www.goodmanandcompany.com. GCIC and DGIM are the entities through which the Corporation intends to build out its Investment Counsel/Portfolio Management platform, targeting and servicing the unique needs of the high-net worth and ultra-high-net worth markets.

Assets Under Management at March 31, 2018

For the three months ended		March 31, 2018
AUM at beginning of the period	$	194,131
Transactions for the period ended March 31, 2018		
Additions		36,966
Redemptions		(13,611)
Termination		(5,640)
Change in market values		(3,141)
Change in private client assets		2,117
Net change in managed assets		16,691
AUM at end of the period	$	210,822

AUM Breakdown		
Private clients	$	101,029
Tax-sheltered investment products		49,690
Mutual funds		23,680
Alternative investment products		36,423
	$	210,822

AUM designated as "Private clients" AUM include $29.4 million of assets invested in the Corporation's alternative investment products. In the above table, these same assets are also designated as "Alternative investment products".

In addition to the successful launch of its most recent tax-sheltered limited partnership, *CMP 2018 Resource Limited Partnership*, which raised approximately $30.6 million in the first quarter of 2018, AUM under managed account arrangements for private clients grew by approximately $2.1 million during 2018. GCIC's own series of investment products geared towards its high-net worth base, primarily *Goodman & Co. Core Equity Strategy*, collectively raised a further $4.7 million, net of redemptions. *Goodman & Co. Partners Strategy* was terminated on March 2, 2018 and $5.6 million was returned to registered unitholders.

Redemptions during 2018 were $13.6 million, the majority of which relate to redemptions in *Dundee Global Resource Class*, a mutual fund, following the rollover of the assets of the Corporation's 2016 tax-sheltered investment vehicle, *CMP 2016 Resource Limited Partnership*. At the sole discretion of investors, certain redemptions from *Dundee Global Resource Class* were undertaken in order to generate proceeds for reinvestment into *CMP 2018 Resource Limited Partnership*.

Metals and mining stocks were weaker during the first quarter of 2018. Further contributing to market value declines were the premiums paid to acquire flow-through shares of resource stocks held by *CMP 2018 Resource Limited Partnership*. As a result, market depreciation during the three months ended March 31, 2018 was $3.1 million.

In aggregate, AUM increased by a net amount of $16.7 million in the first three months of 2018 to $210.8 million, compared with AUM of $194.1 million at December 31, 2017.

In connection with Dundee Corporation's revised business strategy, GCIC anticipates that during the second quarter of 2018, it will complete a streamlining of its private client line of business, following which approximately $130 million of AUM in private client assets and alternative investment products will be transferred to other investment platforms.

RESULTS OF OPERATIONS

As illustrated in the following table, GCIC incurred a net loss before income taxes attributable to owners of Dundee Corporation of $1.9 million for the period ended March 31, 2018, compared with a pre-tax loss of $1.6 million incurred in the same period of the prior year.

For the three months ended March 31,		2018		2017
Revenues				
Management and performance fees	$	582	$	562
Financial services		35		2
Interest, dividends and other		91		87
		708		651
Other items in net loss before tax				
General and administrative		(1,642)		(2,252)
Depreciation		(2)		(2)
Net (loss) gain from investments		(1,000)		54
Interest expense		(4)		(1)
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(1,940)**	**$**	**(1,550)**
Net loss before taxes, Goodman & Company, Investment Counsel Inc., attributable to:				
Owners of Dundee Corporation	$	(1,940)	$	(1,550)
Non-controlling interest		-		-
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(1,940)**	**$**	**(1,550)**

Management fee revenues were $0.6 million in the first quarter of 2018, consistent with revenues of $0.6 million earned in the same period of 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. The average AUM for the three months ended March 31, 2018 was $211.7 million, compared with average AUM of $193.6 million during the same period of the prior year. Management fee revenues were impacted by the management fee rate charged on AUM. During the first quarter of 2018, the average management fee rate on AUM was 1.10%, compared with an average management fee rate of 1.16% earned in the same period of the prior year. The decrease 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, mutual funds and closed-end investment products.

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. The Corporation may experience fluctuations in period-over-period revenues as performance fees are only recorded in earnings where amounts are determined with certainty. There were no performance fees realized in the first quarter of 2018 or in the first quarter of the prior year.

General and administrative expenses were $1.6 million during the three months ended March 31, 2018, compared with $2.3 million in the same period of the prior year and reflect, in part, cost rationalization as GCIC further streamlines its business strategy.

DUNDEE SECURITIES LTD.

Dundee Securities, a wholly-owned subsidiary of Dundee Corporation, is 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"). Information about the operations of Dundee Securities, and of its various business divisions, may be accessed at either www.dundeegoodman.com or www.dundeesecurities.com.

Recent Developments

Dundee Securities' current business strategies include a small retail division comprised of two key advisors and their support staff, a portfolio of marketable securities that is actively traded, and the brokerage activities conducted through Dundee Securities Europe Limited, a company authorized by the Financial Conduct Authority in the United Kingdom for the purposes of security brokering and asset management.

Dundee Securities' existing platform provides an opportunity for the creation of an industry focused, capital markets group that will provide advisory and investment banking opportunities to its clients, primarily in the resource sector. Subsequent to March 31, 2018, Dundee Securities opened a Vancouver office to accommodate four seasoned investment banking professionals with significant expertise in the resource sector. The addition of these investment banking professionals is expected to provide aligned strategies and opportunities with Dundee Corporation as it redirects its business strategy.

On April 1, 2018, Dundee Securities completed the sale of 80% of the business of Dundee Securities Europe Limited to certain members of its key management.

RESULTS OF OPERATIONS

During the three months ended March 31, 2018, Dundee Securities incurred a net loss before taxes of $1.8 million, compared with net earnings before taxes of $1.0 million generated in the same period of the prior year. Included in the $1.8 million net loss for the first quarter of 2018 is a loss of $0.7 million related to the operations of Dundee Securities Europe Limited (three months ended March 31, 2017 – $0.4 million).

For the three months ended March 31,	2018	2017
Revenues		
Financial services		
Investment banking	$ -	$ 3,840
Commissions	858	1,011
Principal trading	(624)	(931)
Interest, dividends and other	501	674
	735	4,594
Cost of sales		
Variable compensation	(500)	(883)
Other items in net earnings		
Depreciation	(44)	(409)
General and administrative	(2,038)	(2,248)
Interest expense	(11)	(16)
Foreign exchange gain	18	2
Net (loss) earnings attributable to Dundee Securities	**$ (1,840)**	**$ 1,040**
Net (loss) earnings before taxes, Dundee Securities attributable to:		
Owners of Dundee Corporation	$ (1,840)	$ 1,040
Non-controlling interest	-	-
Net (loss) earnings before taxes, Dundee Securities	**$ (1,840)**	**$ 1,040**

Revenues

During the first quarter of 2018, Dundee Securities' revenues decreased to $0.7 million, compared with revenues of $4.6 million generated in the same period of the prior year. Revenues in the first quarter of 2017 included residual new issue and advisory mandates of $3.7 million that had been initiated prior to the sale of Dundee Securities' capital markets division during 2016.

As previously indicated, Dundee Securities continues to operate a small business for a limited number of retail clients with a retail advisor team, and it continues to invest in a proprietary trading inventory. During the three months ended March 31, 2018, Dundee Securities generated commission revenues of $0.9 million, and it incurred principal trading losses of $0.6 million. In the first quarter of the prior year, commission revenues were marginally higher at $1.0 million, essentially offset by principal trading losses of $0.9 million.

Variable Compensation Expense

Variable compensation expense incurred in the first three months of 2018 was $0.5 million, compared with $0.9 million incurred in the same period of the prior year. Variable compensation expense includes $0.2 million (three months ended March 31, 2017 – $0.3 million) related to the operations of Dundee Securities Europe Limited, for which there is no associated revenue.

General and Administrative Expenses

General and administrative expenses in the first quarter of the prior year are net of a fair value gain of $0.5 million related to certain contingent consideration related to Dundee Securities' sale of the majority of its retail division in 2016. After adjusting for this amount, general and administrative expenses incurred by Dundee Securities fell to $2.0 million during the three months ended March 31, 2018, compared with $2.7 million of general and administrative expenses incurred in the same period of the prior year.

Assets and Liabilities at March 31, 2018

The following table illustrates the net assets of Dundee Securities at March 31, 2018, divisionalized to provide an understanding of the assets that are associated with the operations of Dundee Securities Europe Limited.

	As at March 31, 2018			
	Dundee Securiites Other	Dundee Securiites Europe Limited	Total	As at December 31, 2017
Cash	$ 13,504	$ 972	$ 14,476	$ 17,832
Accounts receivable	2,604	410	3,014	3,005
Client accounts receivable	349	-	349	907
Brokerage securities owned	11,714	-	11,714	8,841
Income taxes receivable	-	-	-	275
Capital and other assets	2,670	-	2,670	2,837
Accounts payable and accrued liabilities	(2,386)	(579)	(2,965)	(5,252)
Client deposits and related liabilities	(2,576)	-	(2,576)	-
Brokerage securities sold short	(59)	-	(59)	(1)
	$ 25,820	**$ 803**	**$ 26,623**	**$ 28,444**

As a regulated entity and member of IIROC, the ability of Dundee Securities to transfer cash resources may be limited by its requirement to comply with regulatory capital requirements.

DUNDEE ENERGY LIMITED

Dundee Energy is a Canadian company focused on creating long-term value through the development and acquisition of high-impact energy projects. At March 31, 2018, and subject to certain lending arrangements as further described below, Dundee Energy held interests, both directly and indirectly, in a large accumulation of producing oil and natural gas assets in southern Ontario. On September 11, 2017, following a delisting review conducted by the TSX, the common shares of Dundee Energy were delisted from the TSX. Prior to September 11, 2017, Dundee Energy's common shares traded on the TSX under the symbol "DEN". Additional information about Dundee Energy may be accessed at www.dundee-energy.com.

Recent Developments Concerning Demand Revolving Credit Facility

Dundee Energy's southern Ontario operations are conducted through DELP, a wholly-owned subsidiary. DELP had established a demand credit facility whereby the lender to DELP retained full right, at its sole discretion, to demand repayment of amounts borrowed, whether in whole or in part, at any time. The credit facility was subject to certain covenants, including maintenance of minimum levels of working capital. At March 31, 2018, DELP was in compliance with all required covenants. However, the volatile commodity price environment has, in the view of DELP's lender, eroded the value of DELP's assets in southern Ontario, and therefore also eroded the lender's underlying secured interest in such assets. In late 2016 and early 2017, the lender requested that DELP reduce its borrowing under the credit facility by early 2017. DELP was not able to meet those requirements and in January 2017, DELP and Dundee Energy entered into a forbearance agreement with the lender pursuant to which, and provided that certain conditions were met, DELP's lender had agreed to forbear from exercising its enforcement rights and remedies under the terms of the credit facility until the earlier of May 15, 2017; the occurrence of an event of default under the terms of the credit facility; or the occurrence of a default or breach of representation under the forbearance agreement. The forbearance agreement provided a definitive timeline within which DELP and Dundee Energy were required to complete a strategic review process for DELP, the purpose of which was to identify, examine and consider a range of strategic alternatives available to DELP. Under the terms of the forbearance agreement, DELP had committed to enter into a binding agreement under a strategic arrangement, which binding agreement was to be satisfactory to its lender, by April 7, 2017. The lender did not provide its consent to any of the proposals made by DELP and Dundee Energy, and the forbearance agreement expired on May 15, 2017, without resolution.

On July 21, 2017, DELP and Dundee Energy received notice from DELP's lender, demanding repayment of amounts borrowed pursuant to the credit facility by July 31, 2017, which DELP and Dundee Energy were not able to meet. On August 16, 2017, DELP commenced insolvency proceedings by filing a Notice of Intention to Make a Proposal ("NOI") pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada) in order for DELP, with the support of its lender, to run a court-supervised sale solicitation process ("SSP"), with the goal of identifying proposals to purchase some or all of the business, properties or assets of DELP. DELP has obtained an order from the Ontario Superior Court of Justice approving the terms of the SSP. During the three months ended March 31, 2018, and pursuant to the recommendation of the proposal trustee, the SSP was continued under the terms of the *Companies' Creditors Arrangement Act* in order to extend the timeline within which the SSP is to be completed. On April 20, 2018, Dundee Energy announced that a purchaser for substantially all of the assets of DELP had been identified. The transaction remains subject to approval by the Ontario Superior Court of Justice. As a result of these events, the assets and liabilities of DELP have been classified as assets and liabilities of discontinued operations held for sale in the consolidated financial statements as at March 31, 2018 and December 31, 2017.

Dundee Energy has assigned a limited recourse guarantee of its units in DELP as security pursuant to the credit facility. The lending arrangements provided to DELP are otherwise non-recourse to the Corporation.

The material uncertainty caused by the events described above casts significant doubt upon Dundee Energy's ability to continue as a going concern and the ultimate appropriateness of using accounting principles applicable to a going concern. If Dundee Energy is not able to continue as a going concern, it may be required to reassess the carrying value of its assets in light of circumstances that could result in the realization of Dundee Energy's assets and the discharge of its liabilities in other than the normal course of business and at amounts different from those reflected in the March 2018 Interim Consolidated Financial Statements. These differences could be material and could result in a material loss to the Corporation.

RESULTS OF OPERATIONS

During the three months ended March 31, 2018, Dundee Energy incurred a net loss before income taxes of $0.9 million, including a loss from discontinued operations of $1.6 million related to the southern Ontario assets. This compares with a net loss before income taxes of $55,000 in the same period of the prior year, offset by earnings from discontinued operations of $151,000.

For the three months ended March 31,	Continuing Operations 2018	2017	Discontinued Operations 2018	2017	Total 2018	2017
Revenues						
Oil and gas sales	$ -	$ -	$ 5,578	$ 5,946	$ 5,578	$ 5,946
Interest and dividends	-	-	27	42	27	42
	-	-	5,605	5,988	5,605	5,988
Cost of sales						
Production expenditures	-	-	(2,296)	(2,500)	(2,296)	(2,500)
Other items in net loss before taxes						
Depreciation and depletion	-	(22)	(2,081)	(2,053)	(2,081)	(2,075)
General and administrative	753	(176)	(1,655)	(750)	(902)	(926)
Remeasurement of resource-based financial instruments	-	-	-	799	-	799
Interest expense	-	-	(1,368)	(1,296)	(1,368)	(1,296)
Foreign exchange gain (loss)	(47)	(8)	181	(37)	134	(45)
Net (loss) earnings before taxes, Dundee Energy Limited	**$ 706**	**$ (206)**	**$ (1,614)**	**$ 151**	**$ (908)**	**$ (55)**
Net (loss) earnings before taxes, Dundee Energy Limited attributable to:						
Owners of Dundee Corporation	$ 288	$ (86)	$ (935)	$ 55	$ (647)	$ (31)
Non-controlling interest	418	(120)	(679)	96	(261)	(24)
Net (loss) earnings before taxes, Dundee Energy Limited	**$ 706**	**$ (206)**	**$ (1,614)**	**$ 151**	**$ (908)**	**$ (55)**

During the first quarter of 2018, Dundee Energy reversed a previously accrued legal expense of $0.9 million. After adjusting for this amount, general and administrative expenses from continuing operations were $0.1 million in the first quarter of 2018, a small decrease compared with general and administrative expenses of $0.2 million in the same period of 2017.

Operating Performance of DELP – Discontinued Operations

DELP's operating performance is dependent on production volumes of oil, natural gas and natural gas liquids, as well as the prices received for these commodities. During the three months ended March 31, 2018, sales of oil and natural gas, net of royalty interests, were $5.6 million, a decrease of $0.3 million when compared with net sales of $5.9 million earned during the same period of the prior year. The decrease is due to the combined effect of lower realized prices for underlying commodities and lower production volumes. Daily production volumes during the first three months of 2018 decreased to an average of 2,021 boe/d, compared with an average of 2,142 boe/d produced in the same period of 2017. Reductions in production volumes reflect the expected natural depletion of DELP's resources. Due primarily to financial constraints, DELP has limited its capital works and development initiatives, which has temporarily curtailed the potential for further exploitation of its producing properties.

Average daily volume during the three months ended March 31,	2018	2017
Natural gas (Mcf/d)	9,598	10,238
Oil (bbls/d)	418	436
Liquids (bbls/d)	3	-
Total (boe/d)	2,021	2,142

During the three months ended March 31, 2018, DELP realized an average price on sales of natural gas of $4.19/Mcf, approximately 12% lower than the realized average sales price of $4.78/Mcf earned during the same period of the prior year. The decrease is consistent with an 11% decrease in the Canadian dollar-denominated price for natural gas at the Dawn Hub, although DELP's actual realized price continues to benefit from its proximity to these facilities. During the first three months of 2018, DELP realized an average price of $78.05/bbl on sales of crude oil, a 19% increase from the average price of $65.47/bbl realized during the same period of the prior year. In comparison, the price of Canadian light sweet crude oil increased by 8%, while the US dollar-denominated West Texas Intermediate price for this commodity increased by 22%.

Field level cash flows from natural gas operations, before the effect of derivative financial instruments, decreased to $1.8 million or $2.06/Mcf, compared with field level cash flows of $2.3 million or $2.47/Mcf in the same period of the prior year, reflecting both lower production volumes, as well as lower realized prices.

Field level cash flows from oil and liquids increased to $1.5 million during the first three months of 2018, compared with field level cash flows of $1.2 million in the same period of the prior year. On a per unit basis, field netbacks from oil and liquids production were $39.77/bbl during the first three months of 2018, an increase from field netbacks from oil and liquids production of $29.73/bbl during the same period of the prior year. These increases were primarily driven by improved prices for oil, offset by lower production volumes.

For the three months ended March 31,	Natural Gas	Oil and Liquids	2018 Total	Natural Gas	Oil and Liquids	2017 Total
Total sales	$ 3,620	$ 2,944	$ 6,564	$ 4,408	$ 2,569	$ 6,977
Royalties	(539)	(447)	(986)	(644)	(387)	(1,031)
Production expenditures	(1,304)	(992)	(2,296)	(1,485)	(1,015)	(2,500)
	1,777	1,505	3,282	2,279	1,167	3,446
Realized loss on derivative financial instruments	-	-	-	(366)	-	(366)
Field level cash flows	**$ 1,777**	**$ 1,505**	**$ 3,282**	**$ 1,913**	**$ 1,167**	**$ 3,080**

For the three months ended March 31,	Natural Gas $/Mcf	Oil and Liquids $/bbl	2018 Total $/boe	Natural Gas $/Mcf	Oil and Liquids $/bbl	2017 Total $/boe
Total sales	$ 4.19	$ 77.80	$ 36.11	$ 4.78	$ 65.47	$ 36.19
Royalties	(0.62)	(11.82)	(5.43)	(0.70)	(9.88)	(5.35)
Production expenditures	(1.51)	(26.21)	(12.63)	(1.61)	(25.86)	(12.97)
	2.06	39.77	18.05	2.47	29.73	17.87
Realized loss on derivative financial instruments	-	-	-	(0.40)	-	(1.90)
Field netbacks	**$ 2.06**	**$ 39.77**	**$ 18.05**	**$ 2.07**	**$ 29.73**	**$ 15.97**

CHANGES IN FINANCIAL CONDITION

Demand Revolving Credit Facility – DELP

DELP's existing credit facility is subject to a tiered interest rate schedule that varies based on DELP's net debt to cash flow ratio, as defined in the credit facility. Based on DELP's current ratios, draws on the credit facility bear interest at the bank's prime lending rate plus 3.5%. In addition, DELP is subject to a standby fee of 0.55% on unused amounts under the credit facility. At March 31, 2018, DELP had drawn $57.4 million against the credit facility.

Dundee Energy's Continuing Operations – Liquidity and Capital Resources

Dundee Energy's current cash resources and access to capital are insufficient to meet its current obligations. Dundee Energy is considering its future business strategies and assessing the possibility of alternative financing options, including possible debt or equity issuances or the monetization of certain assets. There can be no assurance that Dundee Energy will have access to alternative financial arrangements.

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 March 31, 2018, the Corporation's carrying value of its 83% interest in UHIC was $171.1 million. Additional information regarding UHIC may be accessed at www.unitedhydrocarbon.com.

Recent Developments

Through UHCL, the company's wholly-owned Chadian subsidiary, UHIC was historically engaged in exploring for oil and natural gas in the Republic of Chad under the terms of a May 2012 production sharing contract ("PSC"). The PSC provided UHCL with the exclusive right to explore and develop oil and gas reserves in four distinct blocks: the DOC Block and the DOD Block (together the "Doba Basin"); Block H; and the Largeau Block. The Largeau Block was subsequently relinquished under the relinquishment terms of the PSC in 2017.

On September 22, 2017, UHIC sold its interest in UHCL to Delonex. Subject to certain amounts that were retained or otherwise held in escrow, UHIC received cash of US$35.0 million. UHIC is also entitled to additional contingent consideration upon Delonex achieving commercial production, including a US$20 million bonus for first oil at Doba Basin, and a further US$30 million for first oil at Block H. As part of the transaction, Delonex committed to a US$65 million comprehensive exploration program for the assets in Chad to be completed within a two-year period from closing of the transaction, and it committed to a further US$35 million investment in the Doba Basin should commerciality be achieved during the remaining life of the PSC.

UHIC retains a significant economic interest in the PSC through a 10% royalty on all of UHCL's cash flows generated from Doba production, and a 5% royalty on all of UHCL's cash flows generated from Block H production, payable as long as the average price of Brent crude oil is greater than US$45.00/bbl in any calendar quarter. Pursuant to the terms of the PSC, UHCL's cash flows are determined in the following manner:

- The Republic of Chad will be entitled to a 14.25% royalty on oil produced;
- Remaining production revenue after payment of the 14.25% royalty ("Net Production Revenue") will be allocated as follows:
  - Cost Oil recovery, which is capped at 70% of monthly Net Production Revenue to a maximum of the Recoverable Cost Amount.
  - Profit Oil, which represents Net Production Revenue less the Cost Oil allocation.
  - Profit Oil will be shared with the Republic of Chad, with UHCL's share of Profit Oil consisting of:
    - 60% of Profit Oil for an "R Factor" of up to 2.25;
    - 50% of Profit Oil for an "R Factor" of between 2.25 and 3.00; and
    - 40% of Profit Oil for an "R Factor" of greater than 3.00.

    The "R Factor" will be determined each quarter and is equal to the ratio of (i) the cumulative value of UHCL's share of production from both Cost Oil and Profit Oil less cumulative production costs; to (ii) the cumulative exploration and development costs incurred by UHCL.

In accordance with IFRS, the Corporation was required to determine the fair value of other consideration received, including the contingent payment of up to US$50.0 million, and the potential royalty interest that would result upon achievement of first production.

In determining the fair value of the US$50.0 million contingent consideration, UHIC applied an 85% probability in reaching successful first oil before December 31, 2019 at the Doba Basin, and a 65% probability in reaching first oil at Block H before December 31, 2021, appropriately discounted using a risk-adjusted rate of 13.0%. At December 31, 2017, the contingent consideration was valued at US$25.3 million (Cdn$31.7 million). At March 31, 2018, the fair value of the contingent consideration was increased to US$26.0 million to reflect the passage of time, and to Cdn$33.6 million to reflect changes in the US dollar compared with the Canadian dollar. Included in net earnings during the first quarter of 2018 is $1.0 million relating to changes in the fair value of the contingent consideration that is attributed to the passage of time, and with $0.9 million of the increase in fair value being realized in other comprehensive income.

In determining the fair value of the royalty interest, UHIC applied a 65% success probability to the Doba Basin and a 40% probability to the Block H cash flows determined using the forecasted Brent crude oil price, as prepared and published by McDaniel & Associates Consultants Ltd. for the fourth quarter of 2017, and discounted using a risk-adjusted rate of 14.4%. At December 31, 2017, the royalty interest was valued at US$114.0 million (Cdn$143.1 million). At March 31, 2018, the royalty interest was revalued to US$118.3 million to reflect a change in the average oil price forecast and to account for the passage of time, and to Cdn$152.5 million to reflect foreign currency fluctuations. Included in net earnings during the first quarter of 2018 is $5.5 million relating to changes in the fair value of the royalty interest that is attributed to changes in the average price of oil and the passage of time, and with $3.9 million of the increase in fair value being realized in other comprehensive income.

RESULTS OF OPERATIONS

For the three months ended March 31,		2018		2017
Other items in net earnings (loss) before taxes				
Depreciation	$	(4)	$	(297)
General and administrative				
Directly attributable to exploration activities		-		(1,424)
Head office and other ongoing costs		(444)		(1,571)
Remeasurement of resource-based financial instruments		6,482		-
Interest expense		2		(6)
Foreign exchange loss		-		(7)
Net earnings (loss) before taxes, United Hydrocarbon International Corp.	**$**	**6,036**	**$**	**(3,305)**
Net earnings (loss) before taxes, United Hydrocarbon International Corp. attributable to:				
Owners of Dundee Corporation	$	4,983	$	(2,802)
Non-controlling interest		1,053		(503)
Net earnings (loss) before taxes, United Hydrocarbon International Corp.	**$**	**6,036**	**$**	**(3,305)**

As a result of changes in the fair value of the contingent consideration and royalty interest related to UHIC's transaction with Delonex, UHIC is reporting net earnings in the first quarter of 2018 of $6.0 million, including the $6.5 million of fair value changes described above.

UHIC's operating results also benefited from continued cost savings. As a result of changes to its business activities, UHIC's general and administrative costs were reduced to $0.4 million during the first quarter of 2018, compared with $3.0 million in the same period of 2017.

CHANGES IN FINANCIAL CONDITION

UHIC received cash consideration of US$20.3 million at closing of the transaction with Delonex, representing the upfront payment of US$35.0 million, less escrowed amounts and holdbacks of US$12.5 million, and net of a working capital shortfall of US$2.2 million. At closing, US$9.5 million of cash consideration was placed in an escrow account, of which US$6.9 million will be released to UHIC on March 22, 2019, subject to 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 at the earlier of first production or September 22, 2020.

In addition, UHIC and Delonex have entered into a further commercial contract in respect of a holdback of US$3.0 million, which is available to Delonex to fund any fees associated with a further extension of the current three-year term of the PSC. Upon the granting of such extension by the Republic of Chad, any amounts not used by Delonex to secure the extension will be returned to UHIC. As part of its agreement with Delonex, UHIC has agreed to fund up to US$10.0 million of costs associated with the extension, any additional amount of which will be withheld from the US$50 million contingent bonus payment. Should the extension costs exceed US$10 million, 50% of any excess will be funded by UHIC. Should an extension not be granted prior to June 5, 2020, the holdback will be forfeited by UHIC to Delonex.

Cash Resources

At March 31, 2018, UHIC held cash of $5.2 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 transitions its knowledge of UHCL to Delonex.

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 new 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 innovative environmentally responsible technologies for the treatment of complex materials in the mining industry. Through the development of patented, proprietary processes, Dundee Technologies extracts precious and base metals from ores, concentrates and tailings, while stabilizing contaminants such as arsenic, which could not otherwise be extracted or stabilized with conventional processes because of metallurgical issues, cost or environmental considerations. Dundee Technologies is currently processing test material for a number of customers and, assuming successful results, it expects to negotiate business terms with those customers for the commercialization of its technologies.

At March 31, 2018, the Corporation held 178.1 million subordinate voting shares and 50 million multiple voting shares of Dundee Technologies, representing a 63% equity interest and an 84% voting interest. Additional information regarding Dundee Technologies may be accessed at www.dundeetechnologies.com.

The Gold Chlorination Technology

Dundee Technologies' most advanced proprietary process is associated with the extraction of precious metals using chlorination to provide a cyanide-free alternative for the exploitation of gold deposits. The primary benefits of this innovative technology are shorter processing times, inert and stable cyanide and mercury-free tailings, and a closed-loop operation that eliminates the need for costly tailings ponds, reducing the associated environmental footprint and eliminating the risk of damaging spills.

As at March 31, 2018, Dundee Technologies had expended $19.7 million towards the construction and operation of its demonstration plant, which serves as a demonstration platform for the chlorination process on an industrial scale and under continuous operating conditions. Having completed the technical development of the technology at an industrial scale, Dundee Technologies will continue to work towards an implementation of its gold technology for deployment in markets around the world.

The Arsenic Stabilization Technology

During 2015, Dundee Technologies constructed a pilot plant for its proprietary arsenic stabilization process. The approach to stabilize arsenic in glass is a technique that segregates arsenic in the extraction process and therefore provides opportunities for deposits or concentrates too toxic with arsenic to be exploited using conventional methods. It also presents an opportunity for existing smelter operations that are seeking a technology to stabilize arsenic bearing flue dust, which is inherent in such operations.

In February 2016, Dundee Technologies entered into an agreement with an international gold mining and smelting company (the "Customer") to evaluate the feasibility of integrating the arsenic stabilization process onsite at its smelter for arsenical matter produced by the Customer. The results confirmed that complex refractory gold concentrates can undergo a pre-treatment to create an arsenic depleted mineral concentrate, and subsequently undergo gold and base metals extraction using Dundee Technologies' chlorination process, or otherwise be sold in the concentrate market. In December 2017, Dundee Technologies entered into an agreement with the Customer for the construction and operation of an onsite industrial scale plant. The plant, the construction of which will be funded by the Customer, will be constructed in Quebec and will be delivered to the Customer's metal processing facility where it will begin a 12-month operating period. The objective of the construction and operation of the industrial scale plant is to confirm the amenability of the underlying technology for the treatment of flue dusts. Completion of the construction and commissioning of the industrial scale plant is expected in the third quarter of 2018, with the operation period commencing in the following quarter.

In addition to the use of this process in stabilization activities, Dundee Technologies has developed expertise for the processing of arsenical concentrates. Arsenic, contained in the arsenopyrite, is removed by pyrolysis and combined with Dundee Technologies' proprietary stabilization process. This pre-treatment will allow for the level of arsenic in the mineral concentrate to be acceptable for traditional smelters without the need for costly penalties currently imposed.

Arsenopyrite Process – Radisson Mining Resources Inc.

In February 2017, Dundee Technologies entered into a contract with Radisson Mining Resources Inc. (TSXV: RDS) ("Radisson") to conduct a pilot scale program on samples from their gold project located in the Abitibi region of Quebec. Under the terms of this contract, Dundee Technologies has received a five-tonne sample of representative material from the project. The goal was to confirm that complex refractory gold concentrates can undergo a pre-treatment to remove arsenic and create a mineral concentrate, and subsequently undergo gold and base metals extraction using Dundee Technologies' chlorination process. This test program was overseen by an independent consulting firm with the view of providing the necessary data to Radisson, with which it can complete an economic assessment. Dundee Technologies successfully removed 92.2% of the arsenic from this refractory material.

Pyrolysis Process on Cobaltite – eCobalt Solutions Inc.

In December 2017, Dundee Technologies entered into a lab scale technical services contract with eCobalt Solutions Inc. (TSX: ECS) ("eCobalt") to assist in conducting detailed metallurgical testing and flow sheet design for the creation of a clean cobalt concentrate using pyrolysis plus Dundee Technologies' vitrification on arsenic contaminated cobaltite concentrates. The lab scale testing reduced the arsenic in the concentrate from 18% to 0.15%. In January 2018, Dundee Technologies announced a pilot scale program with eCobalt on a three-tonne bulk sample, the purpose of which is to confirm the successful removal of arsenic as demonstrated in the lab scale testing. If successful, these results will provide eCobalt with feasibility level detailed engineering data to assist in costing and sizing of equipment to produce a clean cobalt concentrate using Dundee Technologies' approach at eCobalt's proposed cobalt production facility.

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 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 the three months ended March 31, 2018, Dundee Technologies incurred a net loss before taxes of $0.5 million, compared with a net loss before taxes of $1.1 million in the same period of the prior year.

For the three months ended March 31,		2018		2017
Revenues				
Technical services	$	519	$	211
		519		211
Cost of sales		(436)		(270)
Other items in net loss before taxes				
General and administrative		(415)		(965)
Interest expense		(127)		(115)
Foreign exchange gain (loss)		6		(4)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(453)**	**$**	**(1,143)**
Net loss before taxes, Dundee Sustainable Technologies Inc. attributable to:				
Owners of Dundee Corporation	$	(179)	$	(664)
Non-controlling interest		(274)		(479)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(453)**	**$**	**(1,143)**

During the first quarter of 2018, Dundee Technologies earned revenues of $0.5 million from the provision of technical services to customers in the mining industry to evaluate processing alternatives using its proprietary technologies and mineral processing equipment.

Dundee Technologies incurred operating expenses of $0.8 million during the three months ended March 31, 2018, of which $0.4 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 $0.4 million in general and administrative costs. In comparison, during the same period of the prior year, Dundee Technologies incurred operating costs of $1.2 million, of which $0.3 million was attributed to cost of sales, with the balance of $0.9 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.

CHANGES IN FINANCIAL POSITION

The chlorination 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 the first quarter of 2018, Dundee Technologies announced a further award of $1.25 million for continued development of its arsenic vitrification technology. The funding will assist Dundee Technologies in the construction and operation of its industrial scale plant.

Dundee Corporation advanced $0.4 million to Dundee Technologies during the three-month period ended March 31, 2018 in order to supplement working capital requirements. At March 31, 2018, Dundee Technologies had cash of $0.3 million, and it had obligations, other than obligations due to Dundee Corporation, of $6.6 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 research and development activities provide favourable 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.

EUROGAS INTERNATIONAL INC.

Eurogas International Inc. (“Eurogas”) (www.eurogasinternational.com), 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.

The operator of the Sfax Permit is DNO Tunisia AS (“DNO”), a subsidiary of DNO International ASA, an Oslo-listed company with significant expertise in the oil and gas industry across the Middle East and Africa. In its capacity as operator of the Sfax Permit, DNO has assumed 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.

During 2015, the parties to the joint operating agreement sought an extension of the first renewal period of the Sfax Permit, and in August 2015, the Tunisian authorities approved a two-year extension, 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. The extension is subject to certain conditions, including the replacement of a seismic commitment with the deepening of the well drilling obligation to the Reineche formation. In April 2018, DNO advised Eurogas that it continues to explore options for its Tunisian assets, including options related to its drilling obligations.

RESULTS OF OPERATIONS

During the first quarter of 2018, Eurogas incurred a loss before income taxes of $164,000, compared with a loss of $147,000 in the same period of 2017. Higher interest charges on monies borrowed, and the adverse effect of foreign exchange translation amounts in the first quarter of 2018, have essentially offset the benefit of reduced general and administrative expenses that resulted from diminished business activities.

For the three months ended March 31,		2018		2017
Other items in net loss before taxes				
General and administrative	$	(88)	$	(101)
Interest expense		(60)		(48)
Foreign exchange (loss) gain		(16)		2
Net loss before taxes, Eurogas International Inc.	**$**	**(164)**	**$**	**(147)**
Net loss before taxes, Eurogas International Inc. attributable to:				
Owners of Dundee Corporation	$	(88)	$	(79)
Non-controlling interest		(76)		(68)
Net loss before taxes, Eurogas International Inc.	**$**	**(164)**	**$**	**(147)**

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%. Dundee Corporation may, at its discretion and subject to the necessary regulatory approvals, require Eurogas to convert all amounts outstanding, including any interest outstanding, into common shares of Eurogas, subject to a minimum conversion price of $0.05 per common share of Eurogas. At March 31, 2018, Eurogas had drawn $5.3 million against this facility, including a net amount of $110,000 advanced by Dundee Corporation during the first quarter of 2018. 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. The preference shares are held by Dundee Energy, and are subject to demand by Dundee Energy at any time, together with yet unpaid dividends thereon amounting to $12.4 million at March 31, 2018.

Both the $5.0 million revolving term credit facility provided by Dundee Corporation to Eurogas, and the $32.2 million preference shares held by Dundee Energy, are eliminated as intersegment amounts in the March 2018 Interim Consolidated Financial Statements. However, as a result of these financial obligations, Eurogas had a negative working capital balance of $50.6 million at March 31, 2018. Eurogas' ability to meet its obligations is conditional on the discovery of economically recoverable reserves, obtaining exploitation concessions for any such economically recoverable reserves, its ability to raise the necessary capital to finance development and settle its current obligations, and working capital from future profitable production or proceeds from the disposition of assets. There can be no assurance that Eurogas will be successful in achieving any of these initiatives.

BLUE GOOSE CAPITAL CORP.

Blue Goose is a privately-held Canadian company focused on the production, distribution and sale of organic, natural and conventional protein products, including beef, chicken and fish. Dundee Corporation continues to view its investment strategy in the agriculture sector as protection against inflation, with the added opportunity to benefit from a dynamic and rapidly growing organic and natural food sector. At March 31, 2018, Dundee Corporation held 90% of the issued and outstanding common shares of Blue Goose. Additional information about Blue Goose may be accessed at www.bluegoosepurefoods.com.

RESULTS OF OPERATIONS

During the first quarter of 2018, Blue Goose incurred a pre-tax loss from continuing operations of $6.4 million, compared with a pre-tax loss of $1.9 million incurred in the same period of the prior year. Results in the first quarter of the prior year also included a net loss of $0.7 million relating to the operations of BGPF, which were classified as discontinued operations following the appointment of an interim receiver on December 14, 2017, as further outlined in note 5 to the 2017 Audited Consolidated Financial Statements and the accompanying MD&A.

	For the three months ended March 31, 2018	For the three months ended March 31, 2017		
		Continuing Operations	Discontinued Operations	Total
Revenues				
Sales	$ 8,250	$ 6,765	$ 22,338	$ 29,103
Interest and dividends	96	103	-	103
	8,346	6,868	22,338	29,206
Cost of sales	(12,567)	(10,598)	(20,184)	(30,782)
Other items in net loss before taxes				
Depreciation and depletion	(574)	(627)	(1,014)	(1,641)
General and administrative				
Marked-to-market adjustment on earnout liability	-	-	(959)	(959)
Other general and administrative	(1,932)	(1,503)	(438)	(1,941)
Fair value changes in livestock	1,511	5,016	-	5,016
Interest expense	(1,186)	(1,063)	(453)	(1,516)
Foreign exchange gain (loss)	2	(1)	(3)	(4)
Net loss before taxes, Blue Goose Capital Corp.	**$ (6,400)**	**$ (1,908)**	**$ (713)**	**$ (2,621)**
Net loss before taxes, Blue Goose Capital Corp. attributable to:				
Owners of Dundee Corporation	$ (5,739)	$ (1,717)	$ (660)	$ (2,377)
Non-controlling interest	(661)	(191)	(53)	(244)
Net loss before taxes, Blue Goose Capital Corp.	**$ (6,400)**	**$ (1,908)**	**$ (713)**	**$ (2,621)**

Blue Goose's operating performance from its continuing operations is largely driven by changes in the fair value of its livestock, which is subject to significant volatility from period to period due to both changes in physical growth as well as market prices. During the first quarter of 2018, Blue Goose recognized a fair value gain in livestock value of $1.5 million, compared with a $5.0 million gain in the same period of the prior year. Blue Goose's beef division accounted for the majority of the movement in fair value changes in livestock, with the fish division being the smaller contributor. The fair value gains in the first quarter of 2018 are lower compared to the same period of the prior year due to a smaller herd size, as well as a 10.9% decrease in market prices.

Contribution Margins

During the three months ended March 31, 2018, Blue Goose incurred a negative contribution margin from continuing operations of $2.8 million on total revenues of $8.3 million, compared with a positive contribution margin from continuing operations of $1.2 million on total revenues of $6.8 million in the same period of the prior year. The negative contribution margin, before adjusting for fair value changes, was $0.1 million in the first quarter of 2018, compared with a negative contribution margin before adjusting for fair value changes of $1.1 million incurred in the same period of the prior year.

For the three months ended March 31,				2018
	Beef	Fish	Chicken	Total
Revenue	$ 4,559	$ 803	$ 2,888	$ 8,250
Cost of sales, period cost	(5,269)	(431)	(2,698)	(8,398)
	(710)	372	190	(148)
Fair value changes				
Fair value changes in livestock	1,342	169	-	1,511
Cost of sales, fair value harvested	(3,367)	(802)	-	(4,169)
	(2,025)	(633)	-	(2,658)
Margin	$ (2,735)	$ (261)	$ 190	$ (2,806)
Margin %	(46.3%)	(26.9%)	6.6%	(28.7%)

For the three months ended March 31,				2017
	Beef	Fish	Chicken	Total
Revenue	$ 3,096	$ 799	$ 2,870	$ 6,765
Cost of sales, period cost	(4,661)	(432)	(2,752)	(7,845)
	(1,565)	367	118	(1,080)
Fair value changes				
Fair value changes in livestock	4,578	438	-	5,016
Cost of sales, fair value harvested	(1,926)	(827)	-	(2,753)
	2,652	(389)	-	2,263
Margin	$ 1,087	$ (22)	$ 118	$ 1,183
Margin %	14.2%	(1.8%)	4.1%	10.0%

Revenue from sales of beef increased by $1.5 million to $4.6 million in the first quarter of 2018, compared with revenue of $3.1 million generated in the same period of the prior year. The increase is attributable to higher sales of live animals. During the first three months of 2018, period costs associated with the beef division were $5.3 million and included costs of feeding, labour and other farm costs. This compares with lower period costs of $4.7 million in the same period of the prior year. The increase in period costs is largely attributable to higher feed costs in 2018, as further discussed below.

During 2017, Blue Goose's beef division was impacted by the largest single wildfire in the history of British Columbia. The wildfires have impacted grazing lands and Blue Goose has received notice from the British Columbia government, restricting access to certain crown grazing lands because of environmental concerns. Restricted supply of alternative feeding options has increased the cost of feed. While Blue Goose has applied for several government-sponsored relief programs to recover some of the costs of dealing with the 2017 wildfire damage, there can be no assurance that Blue Goose will receive any compensatory amounts from these relief programs. Responses to its applications are expected by the end of the second quarter of 2018.

Revenue and period costs from the fish division of $0.8 million and $0.4 million in the first quarter of 2018 respectively, are consistent with the revenue and period costs in the same period of the prior year. In 2017, Blue Goose determined that its existing fish division does not have the necessary scale to become a core aspect of its ongoing business strategy. Accordingly, Blue Goose conducted an orderly sales process in order to maximize the value of this division. Blue Goose has identified a potential purchaser and negotiations are ongoing. Blue Goose anticipates that a transaction will be completed in the second quarter of 2018.

Revenue of $2.9 million from sales of chicken during the first three months of 2018 was consistent with revenue in the same period of the prior year. Margins have improved however, following the sourcing of a new primary chicken supplier and a new chicken processor in the fourth quarter of 2017. Blue Goose is finalizing the integration of the new supplier and new processor, which is expected to be completed by the end of the second quarter of 2018.

CHANGES IN FINANCIAL CONDITION

Changes in Livestock Carrying Values

	Cattle	Fish	Inventory and Supplies	Total
Carrying value, beginning of the period	$ 25,247	$ 2,784	$ 2,282	$ 30,313
Transactions during the three months ended March 31, 2018				
Net additions	58	1	357	416
Herd growth - physical changes	665	312	-	977
Herd growth - price changes	677	(143)	-	534
Net of product processed	(3,367)	(802)	(1,785)	(5,954)
Carrying value, end of the period	**$ 23,280**	**$ 2,152**	**$ 854**	**$ 26,286**

Blue Goose's beef division reduced its herd size by 916 head or 7% during the first quarter of 2018 to address the reduced availability of feed, grazing and hay lands as a result of the 2017 wildfires. Management continues to assess the implications of the availability of feed following the 2017 wildfires, and its potential impact to the herd size. Blue Goose is anticipating that it will need to reduce its herd size by approximately 2,200 head by the end of 2018 in response to feed constraints.

		Cattle herd as at
(number of animals)	March 31, 2018	December 31, 2017
Breeding cattle and bulls	6,245	6,743
Immature livestock and feeder cattle	6,677	7,095
	12,922	13,838

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 $54.4 million as at March 31, 2018. Other than as described below, since December 31, 2017, there have been no significant changes to the terms of credit facilities and other debt instruments available to Blue Goose from those outlined in note 15 to the 2017 Audited Consolidated Financial Statements.

Blue Goose had established a $10.0 million real property loan facility with Farm Credit Canada, a leading lender to the agriculture sector, the proceeds of which were used to facilitate the acquisition of a ranch property in western Canada. The loan was secured by the ranch property. In addition, Dundee Agriculture Corporation, a wholly-owned subsidiary of the Corporation, provided a full guarantee in respect of amounts owing under these arrangements which, at March 31, 2018, was $8.1 million. The real property loan bore interest at the lender's variable mortgage rate less 0.95% per annum, and matured on May 1, 2018, at which time the real property loan was renewed under amended terms that include interest at the lender's prime plus 2.05% and a maturity of May 1, 2023.

Other than as described above, the lending institutions to Blue Goose do not have recourse to Dundee Corporation in respect of any of the amounts borrowed under Blue Goose's lending arrangements.

Cash Resources

At March 31, 2018, Blue Goose had cash and receivables of $3.9 million and it had obligations, other than corporate debt as outlined above and amounts otherwise due to Dundee Corporation, of $5.3 million. During the first three months of 2018, the Corporation advanced $7.2 million to Blue Goose, of which $4.7 million was used to reduce bank loans in order to alleviate financial covenant obligations, with the balance being used to supplement working capital requirements. 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 other 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's internal needs and provides engineering services to third-party fish farm operators. As at March 31, 2018, the Corporation held a 100% interest in AgriMarine. Additional information about AgriMarine may be accessed at www.agrimarine.com.

RESULTS OF OPERATIONS

During the three months ended March 31, 2018, AgriMarine incurred pre-tax losses of $0.5 million, compared with pre-tax losses of $1.0 million in the same period of 2017.

For the three months ended March 31,		2018		2017
Sales revenue	$	2,670	$	3,955
Cost of sales		(2,368)		(4,071)
Other items in net loss before taxes				
General and administrative		(758)		(877)
Interest expense		(18)		(1)
Foreign exchange loss		-		(1)
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(474)**	**$**	**(995)**
Net loss before taxes, AgriMarine Holdings Inc. attributable to:				
Owners of Dundee Corporation	$	(474)	$	(995)
Non-controlling interest		-		-
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(474)**	**$**	**(995)**

Contribution Margins

During the three months ended March 31, 2018, AgriMarine generated revenue of $2.7 million and a contribution margin of $0.3 million.

For the three months ended March 31,		2018		2017
Revenues	$	2,670	$	3,955
Cost of sales		(2,368)		(4,071)
Contribution margin	**$**	**302**	**$**	**(116)**

The volume of fish harvested during the three months ended March 31, 2018 was 295,000 kilograms, translating to 190,000 kilograms (417,000 pounds) of product, sold at an average selling price of $13.94 per kilogram ($6.29 per pound), after adjusting for non-fish revenues of $46,000.

Harvesting and sales during the three months ended March 31, 2018 were impacted negatively by an unexpected softening in the market, which started in the fourth quarter of 2017, and appears to include eastern Canadian and US markets, as well as WCF's traditional western Canadian markets. Considerable efforts have been expended during the quarter to develop new markets, and to compete in markets that have not previously been pursued. These efforts have resulted in several new contracts and customers that have long-term intent, supporting WCF's intent to grow in scale over time.

In addition to supporting WCF operations and perfecting its technology, ATI continues to pursue opportunities to develop its customer base of third-party engineering services clients, and closed-containment technologies.

CHANGES IN FINANCIAL CONDITION

	Biological Assets	Inventory and Supplies	Total
Carrying value, beginning of the period	$ 5,564	$ 428	$ 5,992
Transactions during the three months ended March 31, 2018			
Net additions	2,112	(59)	2,053
Net of product processed	(1,799)	-	(1,799)
Carrying value, end of period	**$ 5,877**	**$ 369**	**$ 6,246**

As at March 31, 2018, the carrying value of AgriMarine's biological assets was $5.9 million, compared to a carrying value of $5.6 million as at December 31, 2017.

AgriMarine's principal focus remains the achievement of sustainable profitability for its WCF farming operation. In this context, improving reliability and reducing the cost of oxygen supply to the farm's closed-containment tanks, increasing fish growth rates by several means including automated feeding, reducing energy costs, and outsourcing certain processing costs are management's current priorities. Future increases in scale will also bring benefits from economies that would be achieved by spreading infrastructure and operating costs over a larger volume of fish.

In the interim, 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 international technology licensing and/or sales initiatives. ATI currently relies on WCF cash flows to fund its operations, as do head office operations.

During the three months ended March 31, 2018, AgriMarine's cash flows from operations have been insufficient to meet its obligations and expand its business activities. As at March 31, 2018, AgriMarine had cash of $60,000, and it had liabilities of $3.8 million, excluding amounts due to Dundee Corporation. There can be no assurance that AgriMarine will have access to the necessary cash to carry out its current business plan.

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, hotel and recreational real estate assets. In addition to its real estate activities, Dundee 360 also holds the Canadian franchise license to operate Sotheby's International Realty Canada ("Sotheby's"). Combining a prestigious and internationally recognized real estate brand with local market knowledge and specialized marketing expertise, Sotheby's is the leading real estate sales and marketing company for some of Canada's most exceptional properties.

At March 31, 2018, Dundee 360 was a wholly-owned subsidiary of the Corporation. Additional information about Dundee 360 and Sotheby's may be accessed at www.dundee360.com and www.sothebysrealty.ca.

RESULTS OF OPERATIONS

During the three months ended March 31, 2018, Dundee 360 incurred a net loss before taxes of $1.7 million, compared with net earnings before taxes of $0.2 million earned in the same period of the prior year. As further discussed below, volatility in net earnings stemmed from Dundee 360's real estate project management revenue, which is predominantly project driven.

For the three months ended March 31,	Real Estate Brokerage 2018	Real Estate Brokerage 2017	Real Estate Project Management 2018	Real Estate Project Management 2017	Total 2018	Total 2017
Revenues						
Gross commission income	$ 16,821	$ 16,412	$ -	$ -	$ 16,821	$ 16,412
Consulting and management fees	-	-	163	1,648	163	1,648
Other revenue	1,528	1,432	6	42	1,534	1,474
Interest, dividends and other	(9)	(10)	247	39	238	29
	18,340	17,834	416	1,729	18,756	19,563
Cost of sales	(15,054)	(14,665)	-	-	(15,054)	(14,665)
Other items in net (loss) earnings before taxes						
Depreciation and depletion	(287)	(261)	(104)	(353)	(391)	(614)
General and administrative	(4,080)	(3,712)	(781)	(1,504)	(4,861)	(5,216)
Share of (loss) income from real estate joint ventures	-	-	(108)	1,117	(108)	1,117
Finance expense	(19)	(20)	(4)	(3)	(23)	(23)
Net (loss) earnings before taxes, Dundee 360 Real Estate Corporation	**$ (1,100)**	**$ (824)**	**$ (581)**	**$ 986**	**$ (1,681)**	**$ 162**
Net (loss) earnings before taxes, Dundee 360 Real Estate Corporation attributable to:						
Owners of Dundee Corporation	$ (1,100)	$ (824)	$ (579)	$ 991	$ (1,679)	$ 167
Non-controlling interest	-	-	(2)	(5)	(2)	(5)
Net (loss) earnings before taxes, Dundee 360 Real Estate Corporation	**$ (1,100)**	**$ (824)**	**$ (581)**	**$ 986**	**$ (1,681)**	**$ 162**

Real Estate Brokerage Activities

Dundee 360 currently holds the exclusive right to the use of the "*Sotheby's International Realty*" name and related trademarks across Canada until 2029, with a unilateral right to extend its franchise agreement for an additional 25-year term. Franchise fees pursuant to this arrangement are 6% of gross commission income, with minimum annual payments of US$1.3 million. As part of its growth plan, Sotheby's remains focused on recruiting realtors with strong ethical and professional backgrounds who understand the benefit of the Sotheby's International Realty brand. These initiatives have resulted in a realtor base that averages, on an annual basis, between four to five times the sales volumes of other realtors in Canada as reported by The Canadian Real Estate Association.

At March 31, 2018, Sotheby's total agent count increased to 483 individuals, compared with 444 individuals at the end of the first quarter of the prior year. During the three months ended March 31, 2018, these agents registered sales of over $0.9 billion in residential real estate, comparable to sales registered in the same period of the prior year. Gross commission revenues for the listing, marketing and selling of real estate assets were $16.8 million in the first quarter of the current year, up marginally from gross commissions of $16.4 million earned in the first quarter of 2017. Commissions paid to associated brokers and agents in respect of this revenue stream were $15.1 million (three months ended March 31, 2017 – $14.7 million), providing Sotheby's with a contribution margin of $1.7 million (three months ended March 31, 2017 – $1.7 million).

In addition to commission revenues, this division earned $1.5 million (three months ended March 31, 2017 – $1.4 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.

Real Estate Project Management Activities

Dundee 360's real estate project management division incurred a net loss of $0.6 million in the first quarter of 2018, compared with net earnings of $1.0 million generated in the first quarter of 2017.

During the three months ended March 31, 2018, Dundee 360 earned revenues of $0.4 million from its real estate project management activities. This compares with $1.7 million of revenues generated in the same period of the prior year. Prior year revenues included $1.4 million of revenues from project management activities for the refurbishment of two Fairmont-branded hotels, for which the work was successfully executed and completed on January 4, 2018. Dundee 360 is actively engaging in business development and marketing efforts to secure new luxury real estate projects that can benefit from Dundee 360's integrated management services and synergies with Sotheby's.

In addition, during the first quarter of the prior year, Dundee 360's operating results included $1.1 million of equity income attributable to its 45% share interest in the Edenarc 1800 project in Savoie, France for the completion and delivery of Phase 2 of Les Monarques.

Year-to-date general and administrative expenses in Dundee 360's real estate project management division decreased to $0.8 million during the three months ended March 31, 2018, compared with $1.5 million of general and administrative expenses incurred during the same period of the prior year. The decrease is consistent with the completion of its project management activities on January 4, 2018 as described above, in addition to continued diligence over cost control.

CHANGES IN FINANCIAL CONDITION

During the three months ended March 31, 2018, the Corporation advanced $0.4 million to Dundee 360 to supplement working capital requirements. At March 31, 2018, Dundee 360 had cash and receivables of $7.8 million and its liabilities, other than amounts due to Dundee Corporation, were $7.1 million. Dundee 360 is currently implementing strategies to monetize various international real estate development interests, continue agent growth and market expansion initiatives, source new project management opportunities and create potential financing vehicles to allow Dundee 360 to continue growing its business. 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.

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 to reflect the Corporation's share of the investee's other comprehensive income or loss.

Equity Accounted Investments at March 31, 2018

At March 31, 2018, the aggregate carrying value of the Corporation's investments that are accounted for using the equity method was $95.8 million (December 31, 2017 – $104.7 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 $5.9 million at March 31, 2018 (December 31, 2017 – $6.0 million).

As at		March 31, 2018		December 31, 2017	
Trade Symbol	Investment	Ownership	Carrying Value	Ownership	Carrying Value
Publicly Listed Equity Accounted Investment					
ODX	Odyssey Resources Limited	31%	$ -	31%	$ -
Privately Held Equity Accounted Investments					
	Android Industries, LLC	20%	24,372	20%	24,322
	Cambridge Medical Funding Group II, LLC	50%	-	50%	-
	Dundee Acquisition Ltd.	98%	(380)	98%	(381)
	Dundee Sarea Acquisition I Limited Partnership	33%	17,978	33%	16,713
	Dundee Sarea Limited Partnership	21%	31	21%	91
	Paragon Holdings (Smithe Street) ULC (i)	50%	38,822	50%	52,592
	Union Group International Holdings Limited	40%	15,008	40%	11,424
			95,831		104,761
Real estate joint ventures			5,884		5,976
			$ 101,715		**$ 110,737**

(i) The Corporation holds a 50% interest in Paragon Holdings (Smithe Street) ULC which holds a 74% interest in the Parq Vancouver Limited Partnership, a casino and resort facility located in Vancouver, British Columbia, giving the Corporation an effective 37% interest in the underlying assets, before any changes in ownership that may result from the exercise of the Corporation's conversion rights on its preferred unit ownership associated with the holding structure of Parq Vancouver Limited Partnership.

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

For the three months ended March 31,		2018
Carrying value of equity accounted investments, beginning of period	$	104,761
Transactions during the three months ended March 31, 2018		
Cash invested in equity accounted investments		475
Share of loss from equity accounted investments		(10,159)
Share of other comprehensive income from equity accounted investments		754
Carrying value of equity accounted investments, end of period	**$**	**95,831**

* *Excluding changes in real estate joint ventures.*

Significant Developments in Equity Accounted Investments

A full description of the nature of business activities of each of the Corporation's equity accounted investments is provided on pages 40 through 49 of the MD&A accompanying the 2017 Audited Consolidated Financial Statements.

Union Group International Holdings Limited ("Union Group")

Union Group (*www.uniongrp.com*) 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. At March 31, 2018, Union Group's primary asset consisted of the holding of 40 million common shares of ICC Labs Inc. (see below), representing approximately 29% of the issued and outstanding shares, with a trading value of approximately $53.6 million. Union Group's holdings in ICC are currently subject to escrow arrangements under the rules of the TSX Venture Exchange.

During the first quarter of 2018, Union Group launched Union Acquisition Corp. (NYSE: LTN), a newly formed blank check company formed for the purpose of effecting a business combination of prospective target businesses, preferably but not limited to, entities in Latin America. Union Acquisition Corp. successfully raised US$115 million during the initial public offering. There is no guarantee that Union Acquisition Corp. would be able to consummate a business combination in the 21-month timeframe set out in its listing prospectus. Union Group holds 1.6 million founders' shares of Union Acquisition Corp.

Union Group's Investment in ICC Labs Inc. (TSX: ICC.V)

In April 2016, Union Group acquired a 50% interest in ICC Labs Inc. ("ICC") (*www.icclabs.com*), an Uruguay-based, fully-licensed producer and distributor of recreational cannabis and cannabinoid extracts (including cannabidiol (CBD) used for medicinal purposes).

During the first of quarter of 2018, ICC announced that it will increase the proposed production at its CBD extraction facility being constructed in Uruguay from 50,000 kilograms per year of dry cannabinoid flowers to 150,000 kilograms per year by purchasing a second line supercritical fluid CO_2 extractor. The company intends to produce up to eight million 30-millilitre bottles of BIDIOL with various concentrations and 3,000 kilograms of pure CBD crystals upon completion of its laboratory. The Good Manufacturing Practices (GMP)-compliant laboratory is expected to be fully operational by the second quarter of 2018.

ICC also announced that the Ministry of Justice and Law of the Republic of Colombia had granted ICC's Columbian subsidiary licenses to cultivate psychoactive cannabis plants for domestic and international distribution and to manufacture cannabis derivatives, all for medicinal purposes. The company also announced plans for the construction of a 124,000 square foot greenhouse to cultivate between 8,000 kilograms and 12,000 kilograms of dried psychoactive cannabis flowers during its initial year of production, with quantities increasing upon the establishment of its full production cycle.

ICC also announced the acquisition of Global Group Kalapa S.L. ("Kalapa"), headquartered in Spain. In accordance with the term sheet signed, the company will acquire an initial 25% equity stake in Kalapa at an agreed upon valuation of €3.5 million to be paid with a combination of cash, pure CBD produced by ICC, and common shares of ICC valued at an agreed upon price per common share of $1.40. In addition, ICC will be granted an option to acquire the remaining 75% of Kalapa at the same valuation prior to the end of 2018 in a combination of cash and securities of ICC. The closing of the investment remains subject to customary closing conditions, including regulatory approvals, negotiating and entering into definitive transaction documents and the completion of due diligence.

Subsequent to March 31, 2018, ICC announced that it had entered into a term sheet with Sundial Growers Inc. ("Sundial"), a Health Canada ACMPR-approved licensed producer of medicinal cannabis, for the sale by ICC of up to 250,000 grams of CBD crystals per year for distribution by Sundial in the Canadian and international markets, subject to ICC completing its GMP certified laboratory and Sundial obtaining its sales license.

ICC also announced that it had entered into a letter of intent with Eurofarma Uruguay S.A. ("Eurofarma"), a member of the Eurofarma group of companies which is a Brazilian-owned multinational pharmaceutical producer. Pursuant to the letter of intent, the parties have agreed to negotiate definitive commercial agreements pursuant to which Eurofarma will blend, bottle and package, in accordance with GMP, for sale by ICC, various products derived from ICC's CBD extracts.

At March 31, 2018, the Corporation's 40% interest in Union Group was valued at $15.0 million. Accordingly, during the quarter then ended, the Corporation recognized earnings of $3.3 million in respect of its investment in Union Group, representing its share of the market appreciation in the underlying value of Union Group's investment in ICC. In the first quarter of the prior year, the Corporation incurred a loss of $5.4 million in respect of its investment in Union Group. The Corporation has not committed any further funds to Union Group, and it is not subject to any contingent obligations in respect of its investment.

Paragon Holdings (Smithe Street) ULC ("Paragon Holdings")

Paragon Holdings is a joint venture established between the Corporation and Paragon Gaming Inc., a Las Vegas-based casino resort developer and operator. Paragon Holdings holds an indirect 73.46% interest in Parq Holdings Limited Partnership (of which the Corporation's share is 36.73%), a partnership established for the purpose of developing a Vancouver-based destination resort ("Parq Vancouver"). Parq Vancouver houses the relocated Edgewater Casino, with 600 slot machines and 75 gaming tables. Located immediately adjacent to the B.C. Place Stadium in downtown Vancouver, 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.

The remaining 26.54% indirect interest in Parq Vancouver is owned by PBC VUR Limited Partnership ("PBC"), a partnership managed by PBC Real Estate Advisors Inc., an asset management company engaged in pursuing, developing, acquiring, funding and managing various real estate assets including land, real property and mortgages on behalf of its institutional client base.

Parq Vancouver opened its doors on September 29, 2017, and it became fully operational in January 2018. The initial ramp up of operations was slower than anticipated due to a number of factors, including the regulatory cost and business impact of new anti-money laundering regulations applicable to casinos in British Columbia, which were implemented in December 2017. Initial operations also bore the cost of negotiations that ultimately resulted in amendments to the collective bargaining agreement between Parq Vancouver and its resort workers. Expectations however, remain encouraging, and Parq Vancouver is forecasting improved results in the second and third quarters of the year, which is traditionally a more robust period for tourism in Vancouver.

During the first quarter of 2018, Parq Vancouver incurred a net loss of $37.5 million (first quarter of 2017 – earnings of $3.2 million), of which $13.8 million is attributed to each of the Corporation and Paragon Gaming Inc., and with the remaining amount attributable to PBC. The operating loss for the first quarter of 2018 was $7.0 million (first quarter of 2017 – operating earnings of $1.6 million), including amortization of $8.5 million (first quarter of 2017 – $0.1 million) which was attributable to operating the resort on a "fully open" basis for the first time. Operational expenses during this initial ramp up period also included training and additional supervisory expenses, as well as higher marketing costs to further advance the initial launch of the resort project.

(in millions of dollars)								
Source of revenue and other items in net earnings or loss for the three months ended March 31,		2018		Amounts attributable to Dundee Corporation		2017		Amounts attributable to Dundee Corporation
Resort operations:								
Revenue	$	38.6	$	14.5	$	16.7	$	6.3
Other items in net (loss) earnings		(45.6)		(17.1)		(15.1)		(5.7)
		(7.0)		(2.6)		1.6		0.6
Deferred taxes		(0.9)		(0.3)		(0.4)		(0.2)
Interest expense		(23.0)		(8.6)		-		-
Foreign exchange (loss) gain		(14.9)		(5.4)		4.6		1.7
Gain (loss) from fair value changes in derivative instruments		8.3		3.1		(2.6)		(1.0)
	$	(37.5)	$	(13.8)	$	3.2	$	1.2

Interest expense on debt and preferred units was $23.0 million in the first quarter of 2018. Prior to commencement of operations, interest was capitalized to the cost of the Parq Vancouver project. Capitalized interest during the first quarter of 2017 was $18.9 million.

The remaining portion of the first quarter loss is attributable to a foreign exchange loss. Parq Vancouver's debt facilities are denominated in US dollars. During the first quarter of 2018, Parq Vancouver recognized foreign exchange losses of $14.9 million compared with foreign exchange gains of $4.6 million in the first quarter of the prior year.

Given the initial results of operations, on March 29, 2018, two of the existing partners funded an additional $33.4 million into the project in the form of Class F Preferred Units in order to meet construction, interest, and hedging payment requirements due in March 2018. The Class F Preferred Units rank in priority to all other preferred unit classes and have similar characteristics, other than a preferential interest of 20%, and enhanced conversion options. The Corporation's share of the additional funding was $17.4 million, with PBC funding the balance of the amount. Paragon Holdings did not participate in the most recent financing.

Capitalization of Parq Vancouver

		Amount			Invested by Dundee Corporation
First Lien Term Loan	$	356,831	38%	$	-
Second Lien Term Loan		189,478	20%		-
TOTAL DEBT	$	546,309	58%	$	-
Class C Convertible Preferred	$	84,251	9%	$	40,683
Class D Convertible Preferred		4,935	1%		2,467
Class E Convertible Preferred		10,000	1%		5,000
Class F Convertible Preferred		39,411	4%		23,411
TOTAL CONVERTIBLE PREFERRED	$	138,597	15%	$	71,561
Market Capitalization					
Class A	$	209,327	22%	$	37,500
Class B		47,168	5%		17,325
TOTAL COMMON EQUITY	$	256,495	27%	$	54,825
TOTAL PROJECT CAPITALIZATION	$	941,401	100%	$	126,386

The Class C, Class D, Class E and Class F Preferred Units described above have been designated for accounting purposes as financial instruments at FVTPL (see "*Other Portfolio Investments*"). On a fully converted basis, the Corporation holds a 45.9% interest in Parq Vancouver, while Paragon Gaming Inc. owns a 21.9% fully converted interest, and PBC owns a 32.2% fully converted interest.

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. Furthermore, and until current debt arrangements are refinanced, Parq Vancouver may require additional injections of cash from its equity partners in order to fund shortfalls in its operations. There can be no assurance that Parq Vancouver will have access to revised financing on more favourable terms or at all, or 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.

Android Industries, LLC ("Android")

The Corporation holds a 20% interest in Android (*www.android-ind.com*), 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 U.S., Canada, Mexico, Spain, Brazil, Turkey, Italy and China. During the past two years, Android has been awarded new multi-year manufacturing contracts which are being deployed at several of Android's existing and new production facilities. The capital requirements associated with these new contracts is significant and will continue to be deployed through 2018 and into 2020. It is expected that the new contracts and better customer alignment will result in additional value-added growth opportunities for the company, and it is expected to generate higher levels of sales and earnings beginning in 2018.

During the first quarter of 2018, the Corporation reported a loss of $0.4 million as its share of losses from its investment in Android (three months ended March 31, 2017 – $0.1 million of earnings).

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

Dundee Sarea Fund will 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. The Corporation currently holds a 33% interest in this venture and it has committed capital of $21.0 million of which, as at March 31, 2018, it had already funded or otherwise provided for $19.6 million, including an investment of $0.5 million made during the current quarter.

At March 31, 2018, Dundee Sarea Fund's sole investment consisted of a 100% ownership in Redecam Group S.p.A. ("Redecam"). Based in Milan, Italy, Redecam is a designer, manufacturer and installer of air filtration equipment and flue gas treatment systems for air pollution control.

During the first quarter of 2018, the Corporation's share of earnings from its investment in Dundee Sarea Fund was $0.8 million (three months ended March 31, 2017 – $0.1 million).

Earnings and Losses from Equity Accounted Investments

For the three months ended March 31,			2018			2017
	Equity Earnings (Losses)	Dilution Gains (Loss)	Total	Equity Earnings (Losses)	Dilution (Loss) Gains	Total
Android Industries, LLC	$ (386)	$ -	$ (386)	$ 114	$ -	$ 114
Cambridge Medical Funding Group II, LLC	-	-	-	(50)	-	(50)
Dundee Acquisition Ltd.	1	-	1	2,160	-	2,160
Dundee Sarea Acquisition I Limited Partnership	790	-	790	48	-	48
Dundee Sarea Limited Partnership	(60)	-	(60)	34	(56)	(22)
Paragon Holdings (Smithe Street) ULC	(13,770)	-	(13,770)	1,186	-	1,186
Union Group International Holdings Limited	3,266	-	3,266	(5,411)	-	(5,411)
Others	-	-	-	2	-	2
	(10,159)	-	(10,159)	(1,917)	(56)	(1,973)
Real estate joint ventures	(108)	-	(108)	1,117	-	1,117
	$ (10,267)	**$ -**	**$ (10,267)**	**$ (800)**	**$ (56)**	**$ (856)**

OTHER PORTFOLIO INVESTMENTS

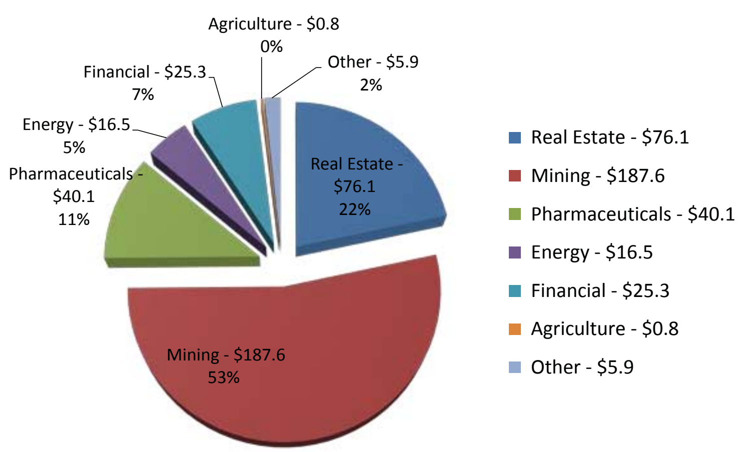
Portfolio of Investments at March 31, 2018

	Ticker Symbol	(000's) # of Shares Held	Per Share Price		Market Value as at March 31, 2018
Publicly Traded Securities					
Dundee Precious Metals Inc.	DPM	36,381.6	$3.05	$	110,963
eCobalt Solutions Inc.	ECS	16,352.9	$1.47		24,039
Others					49,933
					184,935
Private Investments (note 1)					
TauRx Pharmaceuticals Ltd.					40,048
Parq Equity Limited Partnership - Class C, Class D, Class E and Class F Preferred Units					65,562
Red Leaf Resources Inc.					13,522
Others					14,828
					133,960
Debt Securities					
Publicly Traded Debt Securities					8,696
Debt Securities Owing from Public Enterprises (note 1)					7,440
Debt Securities Owing from Private Enterprises (note 1)					16,683
					32,819
Warrants and Options (note 1)					
Warrants or options on shares of publicly listed enterprises					558
					558
TOTAL – PORTFOLIO INVESTMENTS				**$**	**352,272**

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 26 to the 2017 Audited Consolidated Financial Statements for further information on valuation methodologies applied for such investments).

At March 31, 2018, 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 March 31, 2018



At March 31, 2018, the estimated market value of the Corporation's portfolio of investments carried at FVTPL was $352.3 million, a decrease of $32.9 million from an estimated market value of these investments of $385.2 million at December 31, 2017.

For the three months ended March 31,		2018
Market value of portfolio investments, beginning of period	$	385,193
Transactions during the period ended March 31, 2018		
New investments		17,411
Proceeds from sales of investments		(42,967)
Changes in market values		
Dundee Precious Metals Inc.		2,183
eCobalt Solutions Inc.		(7,849)
Others		(3,148)
Other transactions		1,449
Market value of portfolio investments, end of period	**$**	**352,272**

During the three months ended March 31, 2018, the Corporation generated proceeds of $43.0 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:		During the three months ended March 31, 2018
Publicly Traded Securities		
Mining	$	16,185
Energy		10,403
Other		1,963
Private Investments		
Financial		9,236
Real estate		56
Debt		
Mining		5,124
Total Proceeds Generated	**$**	**42,967**

Approximately $17.4 million of proceeds generated were reinvested into Class F Preferred Units associated with the Corporation's Parq Vancouver resort and casino project (see "*Significant Developments in Equity Accounted Investments – Paragon Holdings (Smithe Street) ULC*").

Changes in market values of portfolio investments during the first quarter of 2018 resulted in a decrease in the value of the Corporation's portfolio of investments at FVTPL of $8.8 million.

Dundee Precious Metals Inc. ("Dundee Precious")

Dundee Precious (*www.dundeeprecious.com)* 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; and the Tsumeb smelter, a complex copper concentrate processing facility located in Namibia. Dundee Precious also holds interests in a number of developing gold and exploration properties located in Bulgaria, including the Krumovgrad gold project, which started construction in the fourth quarter of 2016 and is expected to commence production in the fourth quarter of 2018, Canada, Serbia and Armenia, and its 10% interest in Sabina Gold & Silver Corp.

During the first quarter of 2018, Dundee Precious produced gold on an all-in sustaining cost basis of US$696 per ounce, on a consolidated basis. Gold production in the current quarter increased by 24% to 57,331 ounces, and copper production increased by 13% to 9.3 million pounds compared with the same period of the prior year, due primarily to different ore mineralogy and the benefits of various initiatives with a specific focus on improving metallurgical performance. The Tsumeb smelter achieved total complex concentrate smelted of 54,142 tonnes in the first three months of 2018, which was 30% higher than the first quarter of 2017, during which the smelter was subject to a maintenance shutdown. Dundee Precious reported total revenues of US$86.9 million in the first quarter of 2018, and it reported net earnings attributable to its common shareholders of US$2.7 million.

Dundee Precious is reporting that construction of the Krumovgrad gold project remains on schedule, with first concentrate production forecasted in the fourth quarter of 2018. At March 31, 2018, Dundee Precious had cash resources of US$257 million, including undrawn capacity under its revolving credit facility.

Dundee Corporation holds 36.4 million common shares of Dundee Precious with a market value at March 31, 2018 of $111.0 million.

eCobalt Solutions Inc. ("eCobalt")

eCobalt is a mineral exploration and mine development company listed on the TSX under the symbol "ECS". The company is engaged in the business of exploring mineral properties in Canada, the United States and Mexico. The company's primary project, located in Idaho, is the 100% owned Idaho Cobalt Project ("ICP"), comprised of the primary high grade cobalt deposit, and the partially completed mine site and mill located in Lemhi County, outside of the town of Salmon, Idaho, and a cobalt production facility ("CPF") to be constructed in southern Idaho.

eCobalt announced on January 10, 2018 that it had shipped 3 tons of a bulk mineralized sample of ICP resource for pilot level metallurgical testing at Dundee Technologies' facilities in Quebec. The results of this additional testing is expected to provide feasibility level detailed engineering data to assist in costing and sizing of equipment to produce a clean cobalt concentrate with less than 0.5% arsenic at the CPF. This testing supports the company's optimization efforts to reduce technical risk at the CPF through the development of a simplified flow sheet and is expected to result in a significant reduction in capital and operating expenditures at the facility.

On February 7, 2018, eCobalt announced a new resource and reserve. Total measured and indicated resources increased to 3.87 million tons at 0.59% cobalt, compared to 3.44 million tons at 0.59% cobalt. Inferred resources increased to 1.82 million tons at 0.46% cobalt from 1.54 million tons at 0.50% cobalt. These results will be incorporated into a new, optimized feasibility study planned for completion in the second quarter of 2018.

Additional information regarding eCobalt is available at *www.ecobalt.com*. At March 31, 2018, the Corporation's investment in eCobalt had a market value of $24.0 million.

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 protein within the brain.

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 ("BvFTD"). The headline results for all three studies were negative as LMTX™ failed to slow cognitive or functional decline in the total population 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 has initiated discussions with the regulatory authorities in Europe and the U.S. 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 shorter-term 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. TauRx is currently undertaking a six-month placebo-controlled study (TRX Study 039) which encompasses approximately 200 patients with very mild AD. Screening for the new study, designed with a Flu-deoxyglucose Positron Emission Tomography (FDG-PET) biomarker endpoint, began in the fourth quarter of 2017, and TauRx expects the program to be fully recruited by the third quarter of 2018.

In order to fund the new study and bolster its cash reserves, TauRx approved and successfully completed a renounceable rights issue offering in the form of 1.8% non-convertible senior notes, raising US$70.8 million (US$70.4 million net) in September 2017.

At March 31, 2018, the Corporation held an approximate 4% interest in TauRx. The Corporation has determined that the fair value of its investment at March 31, 2018 was $40.1 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 shares issued from treasury during 2015 and 2016. Additional information regarding TauRx may be accessed at *www.taurx.com*.

Red Leaf Resources Inc. ("Red Leaf")

Red Leaf is a privately held oil and gas technology company. Red Leaf's patented technology, EcoShale, is a next generation oil and gas recovery technology focused on unlocking oil reserves in oil shale deposits. EcoShale extracts oil with relatively low energy consumption, low emissions and low water utilization when compared with other oil shale technologies currently deployed in the world.

In March 2015, Red Leaf announced the suspension of construction of the Early Production System ("EPS") in order to re-engineer the design. In May 2016, Red Leaf's partner, Total E&P USA Oil Shale, LLC ("Total"), advised Red Leaf that they were no longer interested in pursuing the commercial development of the EPS project. Red Leaf and Total reached a mutually acceptable separation agreement in March 2017. Engineering studies to design a reusable capsule are scheduled to be completed by the end of 2018 after which the company will seek a strategic partner to commercialize the project.

Dundee Corporation holds a 2% common equity interest and it holds US$10.0 million of the series A preferred shares in Red Leaf that were acquired in 2010. The Corporation has determined that the fair value of its investment in Red Leaf, including both the common and the preferred shares, was $13.5 million at March 31, 2018. Additional information regarding Red Leaf may be accessed at *www.redleafinc.com*.

$15.0 Million Subordinated Loan Advanced to Eight Capital

At March 31, 2018, the Corporation had advanced $15.0 million to Eight Capital, a partnership formed 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%. In connection with the subordinated 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. During the three months ended March 31, 2018, the Corporation received a payment of $0.3 million as its first royalty payment in respect of the calendar year ended December 31, 2017.

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 the first quarter of 2018, and in line with its goal to reposition its cost profile, the Corporation reported head office general and administrative expenses (before non-cash stock based compensation) of $4.0 million, a $0.3 million or a 9% reduction when compared with general and administrative expenses of $4.3 million incurred in the same period of the prior year.

For the three months ended March 31,		2018		2017
Direct compensation	$	2,320	$	2,493
Corporate and professional fees		467		790
Other		1,166		1,060
		3,953		4,343
Stock based compensation arrangements		2,285		655
	$	6,238	$	4,998

Stock based compensation added a further $2.3 million to general and administrative expenses during the first quarter of 2018, compared to $0.7 million incurred in the same quarter of the prior year. 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 21 to the 2017 Audited Consolidated Financial Statements.

Corporate Interest Expense

Corporate interest expense was $1.4 million during the three months ended March 31, 2018, a $0.7 million decrease from the $2.1 million incurred in the same period of the prior year. Included in interest expense during the first quarter of 2018 are cash dividends incurred on the Corporation's Preference Shares, series 5 of $1.6 million (three months ended March 31, 2017 – $1.7 million), net of associated amortization amounts of $0.3 million (three months ended March 31, 2017 – $0.3 million). The balance of interest expense relates predominantly to interest charges on any amounts borrowed under available credit facilities.

Income Tax Recovery

The Corporation's effective income tax recovery rate was 19.2% during the three months ended March 31, 2018 (three months ended March 31, 2017 – effective income tax expense rate of 31.6%). This effective income tax recovery rate differs from the statutory combined federal and provincial tax rate of 26.5%, primarily due to: (i) operating losses incurred by certain subsidiaries, the benefit of which was not recognized; and (ii) non-deductible items, including preference share dividends that are classified as interest expense for accounting purposes.

Net Deferred Income Tax Assets

The Corporation's net deferred income tax assets at March 31, 2018 were $33.0 million and represent deferred income tax assets of $53.3 million, offset by deferred income tax liabilities of $20.3 million. This compares to net deferred income tax assets of $26.3 million at December 31, 2017. Net deferred income tax assets increased as a result of changes in the fair value of the Corporation's investments. Components of the Corporation's net deferred income tax assets are detailed in note 21 to the March 2018 Interim Consolidated Financial Statements.

The Corporation's aggregate non-capital loss carry forwards at March 31, 2018 were $490.4 million (December 31, 2017 – $505.2 million). In addition, the Corporation's capital loss carry forwards at March 31, 2018 were $232.4 million (December 31, 2017 – $231.9 million). Included in the Corporation's deferred income tax balances is a tax benefit of $44.9 million (December 31, 2017 – $49.8 million) in respect of the non-capital and capital loss carry forwards. A deferred income tax asset amount related to loss carry forwards is only recognized when management believes that it is more likely than not that the benefit will be realized.

Corporate Debt

		Corporate*		Dundee Energy		Blue Goose		Dundee 360		Total
Balance, December 31, 2017	$	-	$	-	$	60,015	$	95	$	60,110
Draws (repayments)		-		-		(5,616)		(11)		(5,627)
Balance, March 31, 2018	$	-	$	-	$	54,399	$	84	$	54,483

* *In addition, the Corporation has issued letters of credit in the amount of $3.8 million that may be drawn under certain circumstances.*

On April 27, 2017, the Corporation established an $80 million revolving term credit facility with a Canadian Schedule I Chartered Bank. The revolving term credit facility bears interest at a rate per annum equal to the prime lending rate for loans plus 1.50% or, at the Corporation's option, at the prevailing bankers' acceptance rate or London Interbank Offered Rate plus

2.50%. Unused amounts under the revolving term credit facility are subject to an annual standby fee of 0.50%. On April 26, 2018, the Corporation amended the terms of the revolving term credit facility by reducing the amounts available from $80 million to $20 million and by extending the maturity date from April 26, 2018 to June 26, 2018. All other terms and conditions of the revolving term credit facility remain unchanged.

At March 31, 2018, the Corporation had issued letters of credit in the amount of €2.4 million (Cdn$3.8 million) under the terms of the revolving term credit facility to support certain of its equity accounted investments. There were no further amounts drawn against the credit facility at March 31, 2018 and December 31, 2017.

The Corporation had granted a first ranking security over all of its assets as security against amounts borrowed under its expired revolving term credit facility. In addition to certain customary restrictions, including restrictions on the existence of other secured indebtedness, the Corporation's revolving term credit facility requires the maintenance of certain financial ratios relating to the fair value of certain of the Corporation's investments. Therefore, the Corporation's borrowing availability increased or decreased, reflecting corresponding increases or decreases in the fair value of the Corporation's investments. At March 31, 2018, the Corporation was in compliance with all debt covenants under the terms of its credit facility.

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 March 31, 2018, 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	3,479,385	$25.00	$86,985	5.688% – 5-year fixed rate to Sept 09, 19	$84,053 equity instrument
DC.PR.D	Series 3	1,720,615	$25.00	$43,015	4.97% – quarterly floating rate	$43,015 equity instrument
DC.PR.E	Series 5	3,294,938	$25.00	$82,373	7.50% – fixed rate maturing Jun 30, 19	$83,297 debt instrument

On January 31, 2018, and pursuant to the terms of the Corporation's Preference Shares, series 5, the Corporation redeemed 303,265 shares, being all such shares tendered for redemption. The Preference Shares, series 5 were redeemed at a price of $25.00 per share, or $7.6 million in aggregate, plus accrued and unpaid dividends of $49,000. Following completion of the partial redemption, a total of 3,294,938 Preference Shares, series 5, with a par value of $82.4 million, remain issued and outstanding.

A full description of the terms of the Corporation's preference shares is provided in note 17 to the 2017 Audited Consolidated Financial Statements.

Common Shares
As at March 31, 2018, there were 55,701,603 Class A subordinate voting shares and 3,114,804 Class B common shares outstanding. At May 11, 2018, the number of outstanding Class A subordinate voting shares had increased to 55,750,646. In addition, at March 31, 2018 and May 11, 2018, there were 1,421,124 warrants outstanding. Each warrant may be exercised to acquire one Class A subordinate voting share at an exercise price of $6.00 per share.

At March 31, 2018, the Corporation had awarded 1,359,421 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 1,189,245 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 March 31, 2018, the Corporation had awarded an aggregate of 1,286,778 Class A subordinate voting share bonus rights under its share bonus plan, each of which is subject to certain vesting criteria. The terms of the Corporation's share based compensation arrangements are summarized in note 21 to the Corporation's 2017 Audited Consolidated Financial Statements and are updated in note 19 to the March 2018 Interim Consolidated Financial Statements.

CONSOLIDATED LIQUIDITY AND CAPITAL RESOURCES

On a consolidated basis, the Corporation reported cash of $65.5 million at March 31, 2018, excluding cash of $4.8 million that was attributed to discontinued operations and classified as held-for-sale. This compares with cash of $75.3 million at December 31, 2017. 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 three months ended March 31, 2018	Opening Cash	Operating Activities	Investing Activities	Financing Activities	Intersegment	Closing Cash
Corporate and other portfolio holdings	$ 40,475	$ (8,896)	$ 24,930	$ (9,346)	$ (9,953)	$ 37,210
Asset management and capital markets						
Goodman & Company, Investment Counsel Inc.	2,710	(1,123)	(1,812)	-	3,157	2,932
Dundee Securities Ltd.	17,832	(3,484)	1,921	-	(1,793)	14,476
Resource industry						
Dundee Energy Limited	32	(438)	-	-	494	88
Dundee Energy Limited Partnership	3,736	938	(33)	157	-	4,798
United Hydrocarbon International Corp.	9,190	(3,981)	-	-	-	5,209
Dundee Sustainable Technologies Inc.	495	(622)	-	30	400	303
Eurogas International Inc.	1	(108)	-	-	110	3
Agriculture industry						
Blue Goose Capital Corp.	861	(1,221)	(391)	(5,623)	7,228	854
AgriMarine Holdings Inc.	(66)	136	(15)	-	5	60
Real estate industry						
Dundee 360 Real Estate Corporation	3,748	142	151	(11)	352	4,382
	79,014	(18,657)	24,751	(14,793)	-	70,315
Less: Discontinued operations						
Dundee Energy Limited Partnership	(3,736)	(938)	33	(157)	-	(4,798)
	$ 75,278	**$ (19,595)**	**$ 24,784**	**$ (14,950)**	**$ -**	**$ 65,517**

Included in the Corporation's consolidated cash balance is $17.4 million of cash used in the operating businesses of the Corporation's wealth management and brokerage 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 March 31, 2018 and December 31, 2017, the Corporation's regulated subsidiaries exceeded their minimum regulatory capital requirements.

A more detailed discussion of significant transactions affecting cash flows during the three months ended March 31, 2018 and 2017 is provided below.

Significant Cash Flows – Operating Activities

For the three months ended March 31,	Corporate	Dundee Securities	UHIC	Blue Goose	Dundee 360	Other	Total 2018	2017
Operating activities:								
Adjusted net earnings or loss*	$ (5,149)	$ (1,782)	$ (346)	$ (3,006)	$ (1,448)	$ 1,006	$ (10,725)	$ (11,413)
Changes in client account balances	-	319	-	-	-	-	319	(20,806)
Changes in agricultural inventory	-	-	-	1,792	-	(2,053)	(261)	(692)
Changes in other working capital amounts	327	(2,296)	(3,635)	(7)	1,614	(1,108)	(5,105)	(10,554)
Changes in income taxes	(4,074)	275	-	-	(24)	-	(3,823)	(3,646)
Cash (used in) provided from operating activities – Continuing operations	$ (8,896)	$ (3,484)	$ (3,981)	$ (1,221)	$ 142	$ (2,155)	$ (19,595)	$ (47,111)

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

- Changes in cash related to the Corporation's brokerage activities, including changes in client account balances and brokerage securities owned and sold short, will vary significantly on a day-to-day basis to reflect the underlying business activities undertaken in that period and do not necessarily reflect any meaningful change in the subsidiaries' financial position. Changes in these balances during the first quarter of 2018 resulted in net cash inflows of $0.3 million (three months ended March 31, 2017 – net cash outflows of $20.8 million).
- During the first three months of 2018, changes in the balances of agricultural inventory resulted in net cash outflows of $0.3 million (three months ended March 31, 2017 – $0.7 million).

Significant Cash Flows – Investing Activities

For the three months ended March 31,	Corporate	Dundee Securities	UHIC	Blue Goose	Dundee 360	Other	Total 2018	2017
Investing activities:								
Net proceeds from dispositions of portfolio investments	$ 25,081	$ -	$ -	$ -	$ 185	$ -	$ 25,266	$ 1,718
Net investment in livestock and other agricultural assets	-	-	-	(423)	-	-	(423)	(1,483)
Other investment activities	(151)	1,921	-	32	(34)	(1,827)	(59)	1,811
Cash provided from (used in) investing activities – Continuing operations	$ 24,930	$ 1,921	$ -	$ (391)	$ 151	$ (1,827)	$ 24,784	$ 2,046

- During the three months ended March 31, 2018, the Corporation generated proceeds of $43.0 million from its corporate portfolio. Approximately $17.7 million of the proceeds were reinvested back into the corporate portfolio, including $17.4 million invested into Class F convertible preferred units associated with the Corporation's Parq Vancouver casino and resort project. During the first three months of the prior year, portfolio trading activities generated net cash inflows of $1.7 million. Cash required or derived from trading in the Corporation's investment portfolio, including equity accounted investments, will vary from period to period and is dependent on trading activity and strategies that may evolve in response to global market conditions or otherwise.
- Blue Goose invested $0.4 million in agricultural assets during the first three months of 2018, compared with $1.5 million in the same period of the prior year.

Significant Cash Flows – Financing Activities

For the three months ended March 31,	Corporate	Dundee Securities	UHIC	Blue Goose	Dundee 360	Other	Total 2018	2017
Financing activities:								
Change in corporate debt	$ -	$ -	$ -	$ (5,749)	$ (11)	$ -	$ (5,760)	$ 7,339
Redemption of Preference Shares, series 5	(7,582)	-	-	-	-	-	(7,582)	-
Dividends paid on Preference Shares, series 2 and series 3	(1,764)	-	-	-	-	-	(1,764)	(1,726)
Net cash from transactions with non-controlling interests	-	-	-	126	-	30	156	450
Cash (used in) provided from financing activities – Continuing operations	$ (9,346)	$ -	$ -	$ (5,623)	$ (11)	$ 30	$ (14,950)	$ 6,063

- Net amounts repaid against credit facilities available to the Corporation and to its subsidiaries during the first quarter of 2018 were $5.8 million (three months ended March 31, 2017 – drawdown of $7.3 million).
- During the first three months of 2018, the Corporation redeemed 303,265 Preference Shares, series 5, at a cost of $25.00 per share or a total of $7.6 million in aggregate.

- Cash outflows during the first quarter of 2018 include dividends of $1.7 million (three months ended March 31, 2017 – $1.7 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 wealth 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.

The Corporation believes that its operating cash flow, combined with available lines of credit and its portfolio of investments provide sufficient resources for the Corporation to conduct its operations for the foreseeable future, including the funding of dividends and interest payments on preference shares and debt obligations, and supporting growth initiatives of its subsidiaries, if the need arises. On an ongoing basis, the Corporation may require cash to develop its current portfolio, or to invest in other opportunities. If required, the Corporation may consider alternative financing options for certain investment initiatives, including possible debt or equity issuances.

CONSOLIDATED QUARTERLY BUSINESS TRENDS

	2018	2017				2016		
For the three months ended	31-Mar	31-Dec	30-Sept	30-Jun	31-Mar	31-Dec	30-Sept	30-Jun
Net gain (loss) from investments	$ (8,814)	$ 15,345	$ 15,386	$ (24,831)	$ 57,465	$ (102,680)	$ 7,948	$ 52,216
Share of earnings (loss) from equity accounted investments	(10,267)	(58,889)	6,545	108	(856)	(7,692)	(3,640)	1,243
Other items in net earnings (loss)	(4,315)	(5,222)	26,867	(4,960)	(28,087)	4,126	(22,927)	(60,927)
Net earnings (loss) from continuing operations	$ (23,396)	$ (48,766)	$ 48,798	$ (29,683)	$ 28,522	$ (106,246)	$ (18,619)	$ (7,468)
Net earnings (loss) from discontinued operations	(1,614)	(26,269)	(46,963)	4,280	(306)	(4,736)	(1,099)	(8,494)
Net earnings (loss)	$ (25,010)	$ (75,035)	$ 1,835	$ (25,403)	$ 28,216	$ (110,982)	$ (19,718)	$ (15,962)
Attributable to owners of the parent								
Continuing operations	$ (23,854)	$ (46,733)	$ 42,824	$ (28,553)	$ 29,888	$ (104,217)	$ (15,217)	$ (6,422)
Discontinued operations	(935)	(22,829)	(30,809)	4,028	(349)	(2,143)	(636)	(4,917)
Attributable to non-controlling interest								
Continuing operations	458	(2,033)	5,974	(1,130)	(1,366)	(2,029)	(3,402)	(1,046)
Discontinued operations	(679)	(3,440)	(16,154)	252	43	(2,593)	(463)	(3,577)
	$ (25,010)	$ (75,035)	$ 1,835	$ (25,403)	$ 28,216	$ (110,982)	$ (19,718)	$ (15,962)
Earnings (loss) per share								
Basic								
Continuing operations	$ (0.43)	$ (0.82)	$ 0.69	$ (0.51)	$ 0.48	$ (1.81)	$ (0.29)	$ (0.14)
Discontinued operations	(0.02)	(0.38)	(0.52)	0.06	(0.01)	(0.03)	(0.01)	(0.08)
	$ (0.45)	$ (1.20)	$ 0.17	$ (0.45)	$ 0.47	$ (1.84)	$ (0.30)	$ (0.22)
Diluted								
Continuing operations	$ (0.43)	$ (0.82)	$ 0.65	$ (0.51)	$ 0.46	$ (1.81)	$ (0.29)	$ (0.14)
Discontinued operations	(0.02)	(0.38)	(0.49)	0.06	(0.01)	(0.03)	(0.01)	(0.08)
	$ (0.45)	$ (1.20)	$ 0.16	$ (0.45)	$ 0.45	$ (1.84)	$ (0.30)	$ (0.22)

- During the fourth quarter of 2017 and following the appointment of an interim receiver, BGPF recognized a loss of $22.6 million on the liquidation of its net assets.
- Operating results during the third quarter of 2017 include a $64.4 million foreign currency translation gain related to the disposition of UHIC's subsidiary.
- In connection with the filing of a NOI by DELP pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada), during the third quarter of 2017, DELP recorded an impairment of $19.0 million against its exploration and evaluation properties, and it further impaired the carrying value of its deferred income tax assets by $14.8 million. These items have been included in discontinued operations.
- During the third quarter of 2017, and as a result of changes in the probability metrics applied to determining the fair value of contingent consideration related to its acquisition of the Tender Choice business, BGPF decreased the carrying value of the contingent consideration by $10.9 million, with a corresponding increase in net earnings. Concurrently, BGPF impaired goodwill related to Tender Choice by $23.6 million. These items have been included in discontinued operations.
- Operating results in the fourth quarter of 2016 include impairment charges of $6.9 million incurred by DELP in respect of certain of its exploration and evaluation resource properties. These items have been included in discontinued operations.
- During the fourth quarter of 2016, Dundee 360 incurred an impairment of $8.0 million against its Croatian real estate assets, and a further $4.6 million impairment on its Cuban real estate assets.
- Operating results during the second quarter of 2016 include accelerated depreciation charges of $23.8 million relating to Dundee 360, including depreciation of goodwill and other assets associated with the development contract for the Parq casino and resort development project, as well as depreciation following the sale of certain hospitality services arrangements.
- During the second quarter of 2016, DELP recognized an impairment of $5.0 million against certain natural gas properties in southern Ontario. These items have been included in discontinued operations.
- 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, COMMITMENTS AND CONTINGENCIES

Other than as disclosed elsewhere in this MD&A or in note 26 to the March 2018 Interim Consolidated Financial Statements, there have been no significant changes in the nature of commitments, contingencies and off-balance sheet arrangements from those described in note 28 to the 2017 Audited Consolidated Financial Statements and under *"Off-Balance Sheet Arrangements"* and "*Commitments and Contingencies"* on pages 69 through 71 in the Corporation's MD&A as at and for the year ended December 31, 2017.

RELATED PARTY TRANSACTIONS

Other than as described in note 27 to the March 2018 Interim Consolidated Financial Statements, there have been no significant changes in the nature and scope of related party transactions to those described in note 29 to the 2017 Audited Consolidated Financial Statements and the accompanying MD&A.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

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 or loss 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 2017 Audited Consolidated Financial Statements. Other than as described in note 2 to the March 2018 Interim Consolidated Financial Statements, there have been no changes in the accounting policies adopted by the Corporation from those detailed in note 3 to the Corporation's 2017 Audited Consolidated Financial Statements.

CONTROLS AND PROCEDURES

In accordance with the Canadian Securities Administrators' National Instrument 52-109, the Corporation has filed certificates signed by its Chief Executive Officer and the Chief Financial Officer certifying that, among other things, the design of disclosure controls and procedures and the design of internal control over financial reporting are adequate as at March 31, 2018.

Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Corporation in the reports it files or submits under securities legislation is recorded, processed, summarized and reported on a timely basis and that such information is accumulated and reported to management, including the Corporation's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow required disclosures to be made in a timely fashion. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as at March 31, 2018, the Corporation's 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 three months ended March 31, 2018 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

Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Corporation as described in the Corporation's 2017 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 2018 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, general economic and market conditions; the Corporation's ability to execute strategic plans; the Corporation's ability to meet financial obligations and comply with debt covenants; the performance of the Corporation's principal subsidiaries; the Corporation's ability and the ability of its investee companies to raise additional capital; concentration risk; the availability of equity and debt financing and/or refinancing on acceptable terms; risks relating to trading activities and investments; competition faced by the Corporation; regulation of the Corporation's businesses; risks associated with the Corporation's operating businesses and the Corporation's investment holdings in general, including risks associated with oil and gas and mining exploration, risks of operating in foreign jurisdictions, development and production activities, litigation risks, environmental risks, inflation, changes in interest rates, commodity prices and other financial exposures; the availability and adequacy of insurance coverage for the Corporation and its subsidiaries; maintenance of minimum regulatory capital requirements for certain of the Corporation's subsidiaries; potential liability of the Corporation and its subsidiaries under securities laws: and the ability of the Corporation and its subsidiaries to attract and retain key personnel. 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 May 11, 2018.

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
May 11, 2018

DUNDEE CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited)

(expressed in thousands of Canadian dollars)

		As at	
	Note	March 31, 2018	December 31, 2017
ASSETS			
Cash		$ 65,517	$ 75,278
Accounts receivable		65,121	62,036
Client accounts receivable	7	20,405	18,115
Brokerage securities owned		11,732	8,859
Income taxes receivable		1,254	-
Investments	8	352,272	385,193
Equity accounted investments	9	101,715	110,737
Resource assets	4, 10	153,153	143,707
Livestock	11	32,532	36,305
Capital and other assets	12	125,439	127,084
Deferred income tax assets	21	33,000	26,250
Assets of discontinued operations held for sale	4	110,702	112,182
TOTAL ASSETS		**$ 1,072,842**	**$ 1,105,746**
LIABILITIES			
Accounts payable and accrued liabilities		$ 56,008	$ 58,467
Client deposits and related liabilities	7	22,632	17,208
Brokerage securities sold short		59	1
Income taxes payable		-	2,569
Corporate debt	4, 13	54,483	60,110
Preference Shares, series 5	15	83,297	91,211
Liabilities of discontinued operations held for sale	4	115,809	115,675
		332,288	345,241
SHAREHOLDERS' EQUITY			
Share capital			
Common shares	16	282,719	282,719
Preference Shares, series 2	15	84,053	84,053
Preference Shares, series 3	15	43,015	43,015
Contributed surplus		14,200	13,736
Warrants	16	1,516	1,516
Reserves for changes in equity of subsidiaries		(61,511)	(61,627)
Retained earnings		343,787	370,340
Accumulated other comprehensive income	16	7,919	2,808
		715,698	736,560
NON-CONTROLLING INTEREST	17	24,856	23,945
		740,554	760,505
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 1,072,842**	**$ 1,105,746**

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

Commitments, contingencies and off-balance sheet arrangements (note 26)

DUNDEE CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(expressed in thousands of Canadian dollars, except for per share amounts)

		For the three months ended	
	Note	March 31, 2018	March 31, 2017
REVENUES	18	$ 33,879	$ 37,805
OTHER ITEMS IN NET (LOSS) EARNINGS			
Cost of sales		(30,925)	(30,487)
Depreciation and depletion	10, 12	(1,570)	(2,677)
General and administrative expenses	20	(17,663)	(21,331)
Net (loss) gain from investments	8	(8,814)	57,465
Share of loss from equity accounted investments	9	(10,267)	(856)
Fair value changes in livestock	11	1,511	5,016
Remeasurement of resource-based financial instruments	10	6,482	-
Interest expense	13, 14, 15	(2,434)	(3,070)
Foreign exchange gain (loss)		838	(181)
NET (LOSS) EARNINGS BEFORE INCOME TAXES		(28,963)	41,684
Income tax recovery (expense)	21	5,567	(13,162)
NET (LOSS) EARNINGS FROM CONTINUING OPERATIONS		(23,396)	28,522
DISCONTINUED OPERATIONS	4		
Dundee Energy Limited Partnership			
Operating (loss) earnings, net of taxes		(1,614)	229
Blue Goose Pure Foods Ltd.			
Operating loss, net of taxes		-	(535)
		(1,614)	(306)
NET (LOSS) EARNINGS FOR THE PERIOD		**$ (25,010)**	**$ 28,216**
NET (LOSS) EARNINGS ATTRIBUTABLE TO:			
Owners of the parent			
Continuing operations		$ (23,854)	$ 29,888
Discontinued operations		(935)	(349)
		(24,789)	29,539
Non-controlling interest			
Continuing operations		$ 458	$ (1,366)
Discontinued operations		(679)	43
		(221)	(1,323)
		$ (25,010)	**$ 28,216**
BASIC NET (LOSS) EARNINGS PER SHARE	22		
Continuing operations		$ (0.43)	$ 0.48
Discontinued operations		(0.02)	(0.01)
		$ (0.45)	$ 0.47
DILUTED NET (LOSS) EARNINGS PER SHARE			
Continuing operations		$ (0.43)	$ 0.46
Discontinued operations		(0.02)	(0.01)
		$ (0.45)	$ 0.45

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

DUNDEE CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(Unaudited)

(expressed in thousands of Canadian dollars)

		For the three months ended	
	Note	March 31, 2018	March 31, 2017
NET (LOSS) EARNINGS FOR THE PERIOD		$ (25,010)	$ 28,216
Other comprehensive (loss) income:			
Items that may be reclassified to net (loss) earnings			
Unrealized gain (loss) from foreign currency translation		5,641	(2,095)
Share of other comprehensive income from equity accounted investments,		754	8,552
net of associated taxes		(200)	(2,267)
Total other comprehensive income from continuing operations		6,195	4,190
COMPREHENSIVE (LOSS) INCOME FOR THE PERIOD		**$ (18,815)**	**$ 32,406**
COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO:			
Owners of the parent			
Continuing operations		$ (18,743)	$ 34,339
Discontinued operations		(935)	(349)
		(19,678)	33,990
Non-controlling interest			
Continuing operations		1,542	(1,627)
Discontinued operations		(679)	43
		863	(1,584)
		$ (18,815)	**$ 32,406**

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

DUNDEE CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

(expressed in thousands of Canadian dollars)

			Attributable to Owners of the Parent									
	Note	Number of Common Shares	Common Shares	Preference Shares, Series 2	Preference Shares, Series 3	Contributed Surplus	Warrants	Reserves for changes in equity of subsidiaries	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interest	Total
Balance, December 31, 2016		58,736,482	$ 282,234	$ 84,053	$ 43,015	$ 12,289	$ 1,516	$ (59,086)	$ 429,828	$ 65,651	$ 49,430	$ 908,930
For the three months ended March 31, 2017												
Net earnings, continuing operations		-	-	-	-	-	-	-	29,888	-	(1,366)	28,522
Net loss, discontinued operations	4	-	-	-	-	-	-	-	(349)	-	43	(306)
Other comprehensive income, continuing operations		-	-	-	-	-	-	-	-	4,451	(261)	4,190
Dividends on Preference Shares, series 2		-	-	-	-	-	-	-	(1,237)	-	-	(1,237)
Dividends on Preference Shares, series 3		-	-	-	-	-	-	-	(489)	-	-	(489)
Stock based compensation	16, 19	54,385	296	-	-	129	-	-	-	-	-	425
Changes of ownership interest in subsidiaries	6	-	-	-	-	-	-	853	-	-	692	1,545
Balance, March 31, 2017		58,790,867	282,530	84,053	43,015	12,418	1,516	(58,233)	457,641	70,102	48,538	941,580
From April 1, 2017 to December 31, 2017												
Net loss, continuing operations		-	-	-	-	-	-	-	(32,462)	-	2,811	(29,651)
Net loss, discontinued operations		-	-	-	-	-	-	-	(49,610)	-	(19,342)	(68,952)
Other comprehensive loss, continuing operations		-	-	-	-	-	-	-	-	(67,218)	(12,564)	(79,782)
Dividends on Preference Shares, series 2		-	-	-	-	-	-	-	(3,711)	-	-	(3,711)
Dividends on Preference Shares, series 3		-	-	-	-	-	-	-	(1,518)	-	-	(1,518)
Stock based compensation		25,540	189	-	-	1,318	-	-	-	-	-	1,507
Changes of ownership interest in subsidiaries		-	-	-	-	-	-	(3,394)	-	(76)	4,502	1,032
Balance, December 31, 2017		58,816,407	282,719	84,053	43,015	13,736	1,516	(61,627)	370,340	2,808	23,945	760,505
For the three months ended March 31, 2018												
Net loss, continuing operations		-	-	-	-	-	-	-	(23,854)	-	458	(23,396)
Net loss, discontinued operations	4	-	-	-	-	-	-	-	(935)	-	(679)	(1,614)
Other comprehensive income, continuing operations		-	-	-	-	-	-	-	-	5,111	1,084	6,195
Dividends on Preference Shares, series 2		-	-	-	-	-	-	-	(1,237)	-	-	(1,237)
Dividends on Preference Shares, series 3		-	-	-	-	-	-	-	(527)	-	-	(527)
Stock based compensation	16, 19	-	-	-	-	464	-	-	-	-	-	464
Changes of ownership interest in subsidiaries	6	-	-	-	-	-	-	116	-	-	48	164
Balance, March 31, 2018		**58,816,407**	**$ 282,719**	**$ 84,053**	**$ 43,015**	**$ 14,200**	**$ 1,516**	**$ (61,511)**	**$ 343,787**	**$ 7,919**	**$ 24,856**	**$ 740,554**

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

DUNDEE CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)

(expressed in thousands of Canadian dollars)

	Note	For the three months ended March 31, 2018	March 31, 2017
OPERATING ACTIVITIES:			
Net (loss) earnings for the period		$ (25,010)	$ 28,216
Adjusted for:			
Net loss from discontinued operations	4	1,614	306
Items not affecting cash and other adjustments	23	12,671	(39,935)
Changes in non-cash working capital items	23	(8,870)	(35,698)
Cash used in operating activities – continuing operations		(19,595)	(47,111)
Cash provided from operating activities – discontinued operations		938	19,023
CASH USED IN OPERATING ACTIVITIES		(18,657)	(28,088)
INVESTING ACTIVITIES:			
Net investment in livestock and other agricultural assets		(423)	(1,483)
Acquisitions of portfolio investments		(17,701)	(2,522)
Proceeds from dispositions of portfolio investments		42,967	4,240
Net investment in capital and other assets		(59)	1,811
Cash provided from investing activities – continuing operations		24,784	2,046
Cash used in investing activities – discontinued operations		(33)	(17,895)
CASH PROVIDED FROM (USED IN) INVESTING ACTIVITIES		24,751	(15,849)
FINANCING ACTIVITIES:			
Change in corporate debt		(5,760)	7,339
Net cash from transactions with non-controlling interests		156	450
Redemption of Preference Shares, series 5	15	(7,582)	-
Dividends paid on Preference Shares, series 2		(1,237)	(1,237)
Dividends paid on Preference Shares, series 3		(527)	(489)
Cash (used in) provided from financing activities – continuing operations		(14,950)	6,063
Cash provided from (used in) financing activities – discontinued operations		157	(2,746)
CASH (USED IN) PROVIDED FROM FINANCING ACTIVITIES		(14,793)	3,317
NET DECREASE IN CASH DURING THE PERIOD		(8,699)	(40,620)
Cash, continuing operations, beginning of period		75,278	73,464
Cash, discontinued operations, beginning of period		3,736	2,151
		70,315	34,995
Less cash, discontinued operations, end of period		(4,798)	(533)
CASH, CONTINUING OPERATIONS, END OF PERIOD		**$ 65,517**	**$ 34,462**
Cash flows from continuing operations include the following amounts:			
Interest paid		$ 2,633	$ 3,274
Taxes paid		$ 5,170	$ 3,920

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

DUNDEE CORPORATION
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For the three months ended March 31, 2018 and 2017
Tabular dollar amounts in thousands of Canadian dollars, except per share amounts

1. NATURE OF OPERATIONS

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.

The Corporation is incorporated under the *Business Corporations Act* (Ontario) and is domiciled in Canada. The Corporation's head office is located at 1 Adelaide Street East, 20th Floor, Toronto, Ontario, Canada, M5C 2V9.

At March 31, 2018 and December 31, 2017, the Corporation's major operating subsidiaries included:

	As at and for the three months ended March 31, 2018		As at and for the year ended December 31, 2017	
(in alphabetical order)	Opening Ownership	Ending Ownership	Opening Ownership	Ending Ownership
AgriMarine Holdings Inc.	100%	100%	100%	100%
Blue Goose Capital Corp.	90%	90%	90%	90%
Dundee 360 Real Estate Corporation	100%	100%	100%	100%
Dundee Energy Limited	58%	58%	58%	58%
Dundee Securities Ltd.	100%	100%	100%	100%
Dundee Sustainable Technologies Inc.	63%	63%	66%	63%
Goodman & Company, Investment Counsel Inc.	100%	100%	100%	100%
United Hydrocarbon International Corp.	83%	83%	85%	83%

2. BASIS OF PREPARATION

These unaudited condensed interim consolidated financial statements of the Corporation as at and for the three months ended March 31, 2018 ("March 2018 Interim Consolidated Financial Statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook – Accounting, as applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, "*Interim Financial Reporting*". The March 2018 Interim Consolidated Financial Statements should be read in conjunction with the Corporation's audited consolidated financial statements as at and for the year ended December 31, 2017 ("2017 Audited Consolidated Financial Statements") which were prepared in accordance with IFRS as applicable for annual financial statements. The March 2018 Interim Consolidated Financial Statements were authorized for issuance by the Board of Directors on May 11, 2018.

Changes in Accounting Policies Implemented During the Three Months Ended March 31, 2018

The March 2018 Interim Consolidated Financial Statements follow the same accounting principles and methods of application as those disclosed in note 3 to the 2017 Audited Consolidated Financial Statements, except as described below.

IFRS 9, "Financial Instruments" ("IFRS 9")

On January 1, 2018, the Corporation implemented final amendments to IFRS 9 which introduce new requirements for the classification, measurement and impairment of financial assets, and new requirements related to hedge accounting. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value that focuses on how an entity manages its financial instruments in the context of its business model, as well as the contractual cash flow characteristics of the financial assets. New hedge accounting requirements incorporated into IFRS 9 increase the scope of items that may qualify as a hedged item and changes the requirements of hedge effectiveness testing that must be met in order to apply hedge accounting. The implementation of amendments to IFRS 9 had no impact to the Corporation's March 2018 Interim Consolidated Financial Statements.

IFRS 15, "Revenues from Contracts with Customers" ("IFRS 15")

On January 1, 2018, the Corporation implemented amendments to IFRS 15 which clarify the application of certain of its underlying principles, including the identification of a performance obligation, and the determination of whether a company is a principal or is acting as an agent in the provision of a good or service. The Corporation determined that there were no significant differences in the measurement and timing of revenue recognition between the requirements of IFRS 15 and the Corporation's previous revenue recognition policies. Accordingly, the implementation of amendments to IFRS 15 had no impact to the Corporation's March 2018 Interim Consolidated Financial Statements.

IFRS 2, "Share-based Payment" ("IFRS 2")

On January 1, 2018, the Corporation implemented amendments to IFRS 2 which clarify how to account for certain types of share-based payment transactions. The implementation of amendments to IFRS 2 had no impact to the Corporation's March 2018 Interim Consolidated Financial Statements.

Accounting Standards, Interpretations and Amendments to Existing Standards not yet Effective

IFRS accounting standards, interpretations and amendments to existing IFRS accounting standards that were not yet effective as at December 31, 2017, are described in note 3 to the 2017 Audited Consolidated Financial Statements. There were no other changes to existing IFRS accounting standards and interpretations since December 31, 2017 that are expected to have a material effect on the Corporation's consolidated financial statements.

3. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the March 2018 Interim Consolidated Financial Statements in accordance with IFRS requires the Corporation to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the reported amounts of assets, liabilities, revenues and other items in net operating earnings or loss, and the related disclosure of contingent assets and liabilities included in the Corporation's consolidated financial statements. 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 amounts of revenues and other items in net operating earnings or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Other than as described below, there have been no significant changes in accounting judgments, estimates and assumptions made by the Corporation in the preparation of the March 2018 Interim Consolidated Financial Statements from those judgments, estimates and assumptions disclosed in note 4 to the 2017 Audited Consolidated Financial Statements.

Impairment of Equity Accounted Investments

The Corporation assesses, at each reporting date, whether there is any objective evidence that an equity accounted investment is impaired. An equity accounted investment is impaired if there is objective evidence of impairment as a result of one or more events that have occurred that may impact the estimated cash flows of the equity accounted investment.

The Corporation accounts for its indirect investment in the Parq Project, the developer and operator of a casino and resort project in Vancouver, British Columbia (note 9), using the equity method of accounting. The Parq Project initially opened in the fall of 2017, and became fully operational in the first quarter of 2018. The initial ramp up of operations was slower than anticipated. Furthermore, a key aspect of the value attributed to the Corporation's investment in the Parq Project is the refinancing of existing debt. In the interim, the Parq Project may require additional injections of cash from its equity partners in order to fund shortfalls in operations. There can be no assurance that the Parq Project will have access to revised financing on more favourable terms or at all, or that the Corporation and its equity partners will have access to the necessary capital to fund any operational shortfalls. The Corporation determined that these events have impacted the estimated cash flows from the Parq Project and accordingly, during the three months ended March 31, 2018, the Corporation completed an assessment of the recoverable amount of the investment by calculating its value in use. Based on its assumptions, the Corporation concluded that, at March 31, 2018, the recoverable amount of the Corporation's investment exceeded its carrying value. Different assumptions in the calculation of the investment's value in use could result in significant changes to the determination of the recoverable amount of the investment.

4. DISCONTINUED OPERATIONS

Dundee Energy Limited Partnership

On January 31, 2017, Dundee Energy Limited Partnership ("DELP"), a subsidiary of Dundee Energy Limited ("Dundee Energy"), entered into a forbearance agreement with its lender, pursuant to which the lender had agreed, provided that certain ongoing conditions were met, to forbear from exercising its enforcement rights and remedies arising from DELP's failure to reduce the amounts borrowed pursuant to the credit facility, to amounts that correspond to, or fall below the borrowing base available to DELP, until the earlier of May 15, 2017; the occurrence of an event of default under the terms of the credit facility; or the occurrence of a default or breach of representation by DELP under the forbearance agreement.

The forbearance agreement provided a definitive timeline within which DELP and Dundee Energy were required to complete their intended process to identify strategic alternatives for DELP which may have included debt restructuring, a sale of all or a material portion of the assets of DELP, the outright sale of DELP, or a business combination or other transaction involving DELP and a third party. Under the terms of the forbearance agreement, DELP had committed to enter into a binding agreement under an arrangement, which binding agreement was to be satisfactory to its lender, by April 7, 2017.

The lender did not provide its consent to any of the proposals made by DELP or by Dundee Energy and the forbearance agreement expired on May 15, 2017 without resolution. On July 21, 2017, DELP and Dundee Energy received notice from DELP's lender, demanding repayment of amounts borrowed pursuant to the credit facility by July 31, 2017. Dundee Energy and DELP were unable to meet the demand made by the lender and accordingly, on August 16, 2017, DELP commenced insolvency proceedings by filing a Notice of Intention to Make a Proposal pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada) in order for it to run a court-supervised sale solicitation process ("SSP"), with the goal of identifying proposals to purchase some or all of the business, properties or assets of DELP. DELP and the lender entered into a revised forbearance agreement and the lender supported DELP in the reorganization proceedings. DELP obtained an order from the Ontario Superior Court of Justice approving the terms of the SSP. During the three months ended March 31, 2018, and pursuant to the recommendation of the proposal trustee, the SSP was continued under the terms of the *Companies' Creditors Arrangement Act* in order to extend the timeline within which the SSP is to be completed.

On April 20, 2018, Dundee Energy announced that a purchaser for substantially all of the assets of DELP had been identified. The transaction remains subject to approval by the Ontario Superior Court of Justice.

At December 31, 2017, Dundee Energy determined that completion of the SSP and the sale of the assets and liabilities of DELP is highly probable and is expected to be completed within one year. Accordingly, the assets and liabilities related to the DELP business have been reclassified as assets or liabilities of discontinued operations held for sale in the consolidated financial statements as at March 31, 2018 and December 31, 2017. Operating results and cash flow related to these assets and liabilities have been included as a net loss from discontinued operations in the consolidated statements of operations and comprehensive loss, and as cash flow from discontinued operations respectively, for each of the three months ended March 31, 2018 and March 31, 2017.

Net Assets of Discontinued Operations Held for Sale

		As at	
	Note	March 31, 2018	December 31, 2017
ASSETS			
Cash		$ 4,798	$ 3,736
Accounts receivable		6,007	5,627
Resource assets	10	99,897	102,819
		$ 110,702	**$ 112,182**
LIABILITIES			
Corporate debt	13	$ 57,400	$ 57,400
Accounts payable and accrued liabilities		7,391	6,569
Decommissioning liabilities	14	51,018	51,706
		$ 115,809	**$ 115,675**
NON-CONTROLLING INTEREST		(2,148)	(1,469)
NET ASSETS OF DISCONTINUED OPERATIONS HELD FOR SALE		**$ (2,959)**	**$ (2,024)**

Net (Loss) Earnings from Discontinued Operations, Dundee Energy Limited Partnership

For the three months ended	*Note*	March 31, 2018	March 31, 2017
REVENUES	18	$ 5,605	$ 5,988
OTHER ITEMS IN NET (LOSS) EARNINGS			
Cost of sales		(2,296)	(2,500)
Depreciation and depletion	10	(2,081)	(2,053)
General and administrative expenses	20	(1,655)	(750)
Remeasurement of resource-based financial instruments		-	799
Interest expense	13, 14	(1,368)	(1,296)
Foreign exchange gain (loss)		181	(37)
NET (LOSS) EARNINGS BEFORE INCOME TAXES		(1,614)	151
Income tax recovery	21	-	78
NET (LOSS) EARNINGS FOR THE PERIOD		**$ (1,614)**	**$ 229**
NET (LOSS) EARNINGS ATTRIBUTABLE TO			
Owners of the parent		$ (935)	$ 133
Non-controlling interest		(679)	96
		$ (1,614)	**$ 229**

Blue Goose Pure Foods Ltd.

Blue Goose Pure Foods Ltd. ("BGPF"), a wholly-owned subsidiary of the Corporation's agriculture subsidiary, Blue Goose Capital Corp. ("Blue Goose") had acquired substantially all of the operating assets of Tender Choice Foods Inc., a facility specializing in the production, processing and distribution of various meat products. On November 8, 2017, BGPF received notice from the Canadian Food Inspection Agency, enforcing compliance with delinquent corrective actions relating to repairs and maintenance of the facility and certain equipment. On November 10, 2017, the facility was temporarily closed in order to effect the required repairs and maintenance. This disruption impeded the ability of BGPF to deliver product to its core customers, resulting in reduced sales and net earnings, and a flow of its core customer base to alternative service providers. As a consequence, BGPF could not meet its financial covenants pursuant to its lending arrangement.

On December 6, 2017, there was a catastrophic fire at the facilities of BGPF that rendered the facilities inoperative. On December 7, 2017, the lender made demand on BGPF for the payment of all amounts borrowed, including accrued interest thereon. BGPF was not able to meet the requirements of the demand and accordingly, on December 14, 2017, the lender appointed an interim receiver with broad powers over the assets, following which BGPF effectively lost control of the operations of BGPF, and the associated net assets were derecognized. For comparative purposes, the operating results and cash flow of BGPF for the three-month period ended March 31, 2017, have been classified as discontinued operations in the consolidated statement of operations and comprehensive loss and the consolidated statement of cash flow, respectively.

For the three months ended	*Note*		March 31, 2017
REVENUES		$	22,338
OTHER ITEMS IN NET LOSS			
Cost of sales			(20,184)
Depreciation and depletion			(1,014)
General and administrative expenses	20		(1,397)
Interest expense			(453)
Foreign exchange loss			(3)
NET LOSS BEFORE INCOME TAXES			(713)
Income tax recovery			178
NET LOSS FOR THE PERIOD		**$**	**(535)**
NET LOSS ATTRIBUTABLE TO			
Owners of the parent		$	(482)
Non-controlling interest			(53)
		$	**(535)**

5. SIGNIFICANT DISPOSITIONS

The Corporation did not complete any significant dispositions during the three months ended March 31, 2018.

Information regarding significant dispositions completed by the Corporation during the prior year ended December 31, 2017 are described in note 6 to the 2017 Audited Consolidated Financial Statements and are further summarized below. Comparative net operating earnings or loss for the three months ended March 31, 2017 include the results of the underlying operations of disposed assets and liabilities, as such dispositions occurred subsequent to March 31, 2017.

Disposition of Dundee Securities Inc.

On May 26, 2017, Dundee Securities Ltd. ("Dundee Securities"), a wholly-owned subsidiary of the Corporation, disposed of its 100% interest in Dundee Securities Inc., a member of the Financial Industry Regulatory Authority and registered as a broker dealer with the U.S. Securities Exchange Commission, for gross proceeds of $1,346,000.

Disposition of United Hydrocarbon Chad Ltd.

Pursuant to a share purchase agreement settled on September 22, 2017, United Hydrocarbon International Corp. ("UHIC") and its wholly-owned subsidiary, United Hydrocarbon Holdings Ltd. ("UHHL") completed a transaction whereby UHHL sold its 100% interest in United Hydrocarbon Chad Ltd. ("UHCL") to Delonex Energy Limited ("Delonex"). UHCL is the holder of the production sharing contract ("PSC"), pursuant to which UHIC had previously indirectly carried out its exploration activities in the Republic of Chad. Subject to certain escrow restrictions and working capital adjustments, UHIC received cash of US$35,000,000 at closing. Further, UHIC may receive up to US$50,000,000 upon Delonex successfully achieving first oil. UHIC has also retained a royalty interest (note 10) ranging from 5% to 10% of net cash flows generated pursuant to the PSC, after the payment of royalties and taxes to the Republic of Chad as provided for in the PSC, conditional on the price of Brent Crude oil being equal to or greater than US$45.00 per barrel in any calendar quarter.

6. ACQUISITIONS AND DILUTIONS OF INTERESTS IN SUBSIDIARIES

Change of Ownership Interests in Subsidiaries

				Interest Owned as at	Effect on Reserves for Changes in Equity of Subsidiaries during the three months ended	
	31-Mar-18	31-Dec-17	31-Mar-17	31-Dec-16	31-Mar-18	31-Mar-17
Blue Goose Capital Corp.	90%	90%	90%	90%	$ 83	$ 181
Dundee Energy Limited	58%	58%	58%	58%	-	(7)
Dundee Sustainable Technologies Inc.	63%	63%	66%	66%	33	355
United Hydrocarbon International Corp.	83%	83%	85%	85%	-	324
Total					**$ 116**	**$ 853**

Blue Goose Capital Corp.

During the three months ended March 31, 2018, the Corporation received 25,205 common shares of Blue Goose as partial payment of interest pursuant to the terms of certain convertible debentures issued by Blue Goose to the Corporation. This transaction, combined with other transactions conducted between Blue Goose and its minority shareholders, resulted in an increase in reserves for changes in equity of subsidiaries of $83,000.

Other Equity Changes in Subsidiaries

As a result of the grant of stock based awards by certain other subsidiaries of the Corporation, and the consequential increase in the subsidiaries' underlying equity to account for the associated stock based compensation expense, during the three months ended March 31, 2018, the Corporation recognized an increase of $33,000 in its reserves for changes in equity of subsidiaries.

7. CLIENT ACCOUNTS RECEIVABLE AND CLIENT DEPOSITS AND RELATED LIABILITIES

As at	March 31, 2018		December 31, 2017	
	Client Accounts Receivable	Client Deposits and Related Liabilities	Client Accounts Receivable	Client Deposits and Related Liabilities
Brokers' and dealers' balances	$ 349	$ 2,576	$ -	$ -
Funds deposited into trust / held in escrow	20,056	20,056	17,208	17,208
Amounts receivable from carrying broker	-	-	907	-
	$ 20,405	**$ 22,632**	**$ 18,115**	**$ 17,208**

"*Funds deposited into trust / held in escrow*" include funds placed in escrow by an acquiror in a real estate property transaction from which applicable fees are distributed to the relevant parties associated with the real estate transaction.

8. INVESTMENTS

Fair Value of Investments

As at	March 31, 2018		December 31, 2017	
	Cost	Fair Value	Cost	Fair Value
Publicly traded securities	$ 390,880	$ 184,935	$ 408,276	$ 220,534
Private investments	267,719	133,960	260,798	127,459
Debt securities	43,587	32,819	48,286	36,345
Warrants and options	-	558	20	855
	$ 702,186	**$ 352,272**	**$ 717,380**	**$ 385,193**

During the three months ended March 31, 2018, the Corporation invested $17,411,000 to purchase Class F convertible preferred units of Parq Equity Limited Partnership, the limited partnership structure that ultimately owns the Corporation's interest in the casino and resort development project in Vancouver, British Columbia (note 9).

During the same period, the Corporation generated proceeds of $42,967,000 (three months ended March 31, 2017 – $4,240,000) from the sale of various public and private investments and from collection of amounts due under debt arrangements.

Net (Loss) Gain from Investments

For the three months ended	March 31, 2018		March 31, 2017	
	Realized	Unrealized	Realized	Unrealized
Publicly traded securities	$ 9,655	$ (20,453)	$ -	$ 58,106
Private investments	302	1,830	740	(2,655)
Debt securities	(1,024)	1,173	-	146
Warrants and options	(20)	(277)	(8)	1,136
	$ 8,913	**$ (17,727)**	**$ 732**	**$ 56,733**

The Corporation's portfolio of investments has been designated as a portfolio of investments at fair value through profit or loss ("FVTPL"). Accordingly, changes in the fair value of individual investments since December 31, 2017 are included in the Corporation's net earnings or loss. During the three months ended March 31, 2018, the Corporation recorded a loss in the fair value of its investments designated as FVTPL of $8,814,000 (three months ended March 31, 2017 – gain of $57,465,000).

9. EQUITY ACCOUNTED INVESTMENTS

As at		March 31, 2018		December 31, 2017
Investment	Ownership	Carrying Value	Ownership	Carrying Value
Android Industries, LLC	20%	$ 24,372	20%	$ 24,322
Cambridge Medical Funding Group II, LLC	50%	-	50%	-
Dundee Acquisition Ltd.	98%	(380)	98%	(381)
Dundee Sarea Acquisition I Limited Partnership	33%	17,978	33%	16,713
Dundee Sarea Limited Partnership	21%	31	21%	91
Odyssey Resources Limited	31%	-	31%	-
Paragon Holdings (Smithe Street) ULC (i)	50%	38,822	50%	52,592
Union Group International Holdings Limited	40%	15,008	40%	11,424
		95,831		104,761
Real estate joint ventures		5,884		5,976
		$ 101,715		**$ 110,737**

(i) Dundee Corporation owns a 50% interest in Paragon Holdings (Smithe Street) ULC, which, in turn owns an indirect 74% interest in a resort development project, giving Dundee Corporation an effective 37% interest in the underlying project, before any changes in ownership that may result from the exercise of the Corporation's conversion rights.

A detailed description of significant transactions that affected the carrying value of equity accounted investments as at and during the year ended December 31, 2017 is provided in note 10 to the 2017 Audited Consolidated Financial Statements. Other than as described below, there were no significant transactions that affected the carrying value of equity accounted investments since December 31, 2017.

Paragon Holdings (Smithe Street) ULC ("Paragon Holdings")

Paragon Holdings holds an interest in Parq Holdings Limited Partnership, the developer and operator of a casino and resort project in Vancouver, British Columbia (the "Parq Project"). During the three months ended March 31, 2018, the ownership group provided equity of $33,411,000 to the Parq Project, including $17,411,000 funded directly by the Corporation, in the form of Class F convertible preferred units.

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

During the three months ended March 31, 2018, the Corporation invested $475,000 in Dundee Sarea Fund and, as a result, at March 31, 2018, $19,597,000 had been invested or otherwise committed to Dundee Sarea Fund. The Corporation's aggregate commitment to Dundee Sarea Fund is $21,000,000. At March 31, 2018, Dundee Sarea Fund's sole investment consisted of a 100% ownership in Redecam Group S.p.A, an Italian-based designer, manufacturer and installer of air filtration equipment and flue gas treatment systems for air pollution control.

Union Group International Holdings Limited ("Union Group")

The Corporation has been unable to ascertain information regarding the carrying value of Union Group's assets and liabilities and information regarding Union Group's operating results. As a result, during 2017, the Corporation had impaired its carrying value in Union Group to its estimated recoverable amount of $11,424,000, being the value of the Corporation's share of Union Group's investment in ICC Labs Inc. less an applicable liquidity discount of 30%. During the three months ended March 31, 2018, the value of the Corporation's share of Union Group's investment in ICC Labs Inc. increased, resulting in the recognition of equity earnings of $3,266,000. The Corporation anticipates that the determination of fair value may vary significantly in future periods, both as a result of changes in the fair value of Union Group's investment in ICC Labs Inc., and also as Union Group provides audited evidence of the value of its other underlying assets.

Share of (Loss) Earnings from Equity Accounted Investments

For the three months ended	March 31, 2018	March 31, 2017
Android Industries, LLC	$ (386)	$ 114
Cambridge Medical Funding Group II, LLC	-	(50)
Dundee Acquisition Ltd.	1	2,160
Dundee Sarea Acquisition I Limited Partnership	790	48
Dundee Sarea Limited Partnership	(60)	(22)
Odyssey Resources Limited	-	2
Paragon Holdings (Smithe Street) ULC	(13,770)	1,186
Union Group International Holdings Limited	3,266	(5,411)
	(10,159)	(1,973)
Real estate joint ventures	(108)	1,117
	$ (10,267)	**$ (856)**

10. RESOURCE ASSETS

Resource Assets in Continuing Operations

	Property, Plant and Equipment						
	Oil and Gas Development Costs	Pipeline Infrastructure	Machinery and Equipment	Land and Buildings	Royalty Interest (note 5)	Other	Total
At December 31, 2017							
Cost	$ -	$ -	$ 286	$ -	$ 143,060	$ 361	$ 143,707
Accumulated depreciation and depletion	-	-	-	-	-	-	-
Net carrying value, December 31, 2017	-	-	286	-	143,060	361	143,707
For the three months ended March 31, 2018							
Carrying value December 31, 2017	-	-	286	-	143,060	361	143,707
Net additions *	-	-	-	-	3,976	-	3,976
Remeasurement of resource-based financial instruments **	-	-	-	-	5,470	-	5,470
Net carrying value, March 31, 2018	-	-	286	-	152,506	361	153,153
At March 31, 2018							
Cost	-	-	286	-	152,506	361	153,153
Accumulated depreciation and depletion	-	-	-	-	-	-	-
Net carrying value, March 31, 2018	**$ -**	**$ -**	**$ 286**	**$ -**	**$ 152,506**	**$ 361**	**$ 153,153**

* *Represents a foreign currency translation gain associated with the translation of resource assets with carrying values denominated in a foreign currency.*

** *During the three months ended March 31, 2018, the Corporation realized a foreign currency gain of $1,012,000 in respect of changes in the fair value of contingent consideration associated with its royalty interest, increasing the gain designated as "Remeasurement of resource-based financial instruments" in the consolidated statement of operations to $6,482,000. The contingent consideration amount is included in these consolidated statements of financial position as "Accounts receivable".*

Resource Assets in Discontinued Operations

	Property, Plant and Equipment					Exploration and Evaluation	
	Oil and Gas Development Costs	Pipeline Infrastructure	Machinery and Equipment	Land and Buildings	Other	Undeveloped Properties	Total
At December 31, 2016							
Cost	$ 157,371	$ 27,751	$ 26,122	$ 4,715	$ 1,709	$ 25,371	$ 243,039
Accumulated depreciation and depletion	(86,274)	(9,527)	(8,213)	(170)	(566)	(6,934)	(111,684)
Net carrying value, December 31, 2016	71,097	18,224	17,909	4,545	1,143	18,437	131,355
For the three months ended March 31, 2017							
Carrying value December 31, 2016	71,097	18,224	17,909	4,545	1,143	18,437	131,355
Net additions	-	-	(34)	-	-	405	371
Remeasure decommissioning liabilities (note 14)	1,025	-	-	-	-	-	1,025
Depreciation and depletion	(1,472)	(234)	(338)	(7)	(2)	-	(2,053)
Net carrying value, March 31, 2017	70,650	17,990	17,537	4,538	1,141	18,842	130,698
At March 31, 2017							
Cost	158,396	27,751	26,077	4,715	1,709	25,776	244,424
Accumulated depreciation and depletion	(87,746)	(9,761)	(8,540)	(177)	(568)	(6,934)	(113,726)
Net carrying value, March 31, 2017	70,650	17,990	17,537	4,538	1,141	18,842	130,698
From April 1, 2017 to December 31, 2017							
Carrying value March 31, 2017	70,650	17,990	17,537	4,538	1,141	18,842	130,698
Net additions	-	-	-	-	(2)	131	129
Remeasure decommissioning liabilities (note 14)	(2,762)	-	-	-	-	-	(2,762)
Depreciation and depletion							
Impairment	-	-	-	-	-	(18,973)	(18,973)
Other	(4,543)	(696)	(1,005)	(24)	(5)	-	(6,273)
Net carrying value, December 31, 2017	63,345	17,294	16,532	4,514	1,134	-	102,819
At December 31, 2017							
Cost	155,634	27,751	26,077	4,715	1,707	25,907	241,791
Accumulated depreciation and depletion	(92,289)	(10,457)	(9,545)	(201)	(573)	(25,907)	(138,972)
Net carrying value, December 31, 2017	63,345	17,294	16,532	4,514	1,134	-	102,819
For the three months ended March 31, 2018							
Carrying value December 31, 2017	63,345	17,294	16,532	4,514	1,134	-	102,819
Net additions	-	-	33	-	-	-	33
Remeasure decommissioning liabilities (note 14)	(874)	-	-	-	-	-	(874)
Depreciation and depletion	(1,492)	(243)	(337)	(7)	(2)	-	(2,081)
Net carrying value, March 31, 2018	60,979	17,051	16,228	4,507	1,132	-	99,897
At March 31, 2018							
Cost	154,760	27,751	26,110	4,715	1,707	-	215,043
Accumulated depreciation and depletion	(93,781)	(10,700)	(9,882)	(208)	(575)	-	(115,146)
Net carrying value, March 31, 2018	**$ 60,979**	**$ 17,051**	**$ 16,228**	**$ 4,507**	**$ 1,132**	**$ -**	**$ 99,897**

11. LIVESTOCK

	For the three months ended March 31, 2018			For the year ended December 31, 2017		
	Inventory	Biological Assets	Total	Inventory	Biological Assets	Total
Balance, beginning of period	$ 2,710	$ 33,595	$ 36,305	$ 8,556	$ 34,745	$ 43,301
Loss on liquidation of net assets of BGPF	-	-	-	(11,735)	-	(11,735)
Net additions (usage / harvested)	(1,487)	(3,797)	(5,284)	5,889	(11,210)	(5,321)
Fair value changes	-	1,511	1,511	-	10,060	10,060
Balance, end of period	**$ 1,223**	**$ 31,309**	**$ 32,532**	**$ 2,710**	**$ 33,595**	**$ 36,305**

12. CAPITAL AND OTHER ASSETS

	Capital Assets				*Intangible Assets*		
	Furniture and Fixtures	Computer and Network Equipment	Land and Buildings	Other	Trademarks	Other Intangible Assets	Total
At December 31, 2016							
Cost	$ 3,667	$ 8,661	$ 78,186	$ 52,603	$ 16,529	$ 92,268	$ 251,914
Accumulated depreciation	(2,470)	(7,636)	(12,448)	(18,514)	(9,641)	(14,479)	(65,188)
Net carrying value, December 31, 2016	1,197	1,025	65,738	34,089	6,888	77,789	186,726
For the three months ended March 31, 2017							
Carrying value December 31, 2016	1,197	1,025	65,738	34,089	6,888	77,789	186,726
Net additions	42	61	(1,218)	(48)	34	(14)	(1,143)
Depreciation	(138)	(265)	(258)	(1,629)	(257)	(1,499)	(4,046)
Net carrying value, March 31, 2017	1,101	821	64,262	32,412	6,665	76,276	181,537
At March 31, 2017							
Cost	3,705	8,722	76,968	52,555	16,563	92,254	250,767
Accumulated depreciation	(2,604)	(7,901)	(12,706)	(20,143)	(9,898)	(15,978)	(69,230)
Net carrying value, March 31, 2017	1,101	821	64,262	32,412	6,665	76,276	181,537
From April 1, 2017 to December 31, 2017							
Carrying value March 31, 2017	1,101	821	64,262	32,412	6,665	76,276	181,537
Liquidation of assets of BGPF	(12)	(55)	-	(2,656)	-	(40,682)	(43,405)
Business dispositions	(45)	(52)	-	(94)	-	-	(191)
Net additions	(227)	(170)	912	(35)	61	(308)	233
Depreciation							
Impairment	-	-	(1,648)	-	-	-	(1,648)
Other	(281)	(214)	(796)	(3,661)	(773)	(3,717)	(9,442)
Net carrying value, December 31, 2017	536	330	62,730	25,966	5,953	31,569	127,084
At December 31, 2017							
Cost	2,705	5,769	77,805	45,928	16,624	47,223	196,054
Accumulated depreciation	(2,169)	(5,439)	(15,075)	(19,962)	(10,671)	(15,654)	(68,970)
Net carrying value, December 31, 2017	536	330	62,730	25,966	5,953	31,569	127,084
For the three months ended March 31, 2018							
Carrying value December 31, 2017	536	330	62,730	25,966	5,953	31,569	127,084
Net additions	(87)	15	293	73	-	(14)	280
Depreciation	(86)	(58)	(294)	(953)	(244)	(290)	(1,925)
Net carrying value, March 31, 2018	363	287	62,729	25,086	5,709	31,265	125,439
At March 31, 2018							
Cost	2,663	5,713	78,098	45,988	16,624	47,209	196,295
Accumulated depreciation	(2,300)	(5,426)	(15,369)	(20,902)	(10,915)	(15,944)	(70,856)
Net carrying value, March 31, 2018	**$ 363**	**$ 287**	**$ 62,729**	**$ 25,086**	**$ 5,709**	**$ 31,265**	**$ 125,439**

13. CORPORATE DEBT

As at	March 31, 2018	December 31, 2017
Corporate revolving term credit facility	$ -	$ -
Subsidiaries		
Demand revolving credit facility, Dundee Energy Limited Partnership	57,400	57,400
Loan facilities, Blue Goose Capital Corp.	54,399	60,015
Loan facilities, Dundee 360 Real Estate Corporation	84	95
	111,883	117,510
Less: Corporate debt from discontinued operations		
Dundee Energy Limited Partnership	(57,400)	(57,400)
Corporate debt, continuing operations	**$ 54,483**	**$ 60,110**

Corporate Revolving Term Credit Facility

On April 27, 2017, the Corporation established an $80 million revolving term credit facility with a Canadian Schedule I Chartered Bank. The revolving term credit facility bears interest at a rate per annum equal to the prime lending rate for loans plus 1.50% or, at the Corporation's option, at the prevailing bankers' acceptance rate or London Interbank Offered Rate plus 2.50%. Unused amounts under the revolving term credit facility are subject to an annual standby fee of 0.50%. On April 26, 2018, the Corporation amended the terms of the revolving term credit facility by reducing the amounts available from $80,000,000 to $20,000,000 and by extending the maturity date from April 26, 2018 to June 26, 2018. All other terms and conditions of the revolving term credit facility remain unchanged.

At March 31, 2018, the Corporation had issued letters of credit in the amount of €2,400,000 ($3,808,000 Canadian dollars) under the terms of the revolving term credit facility to support certain of its equity accounted investments. There were no further amounts drawn against the credit facility at March 31, 2018 and December 31, 2017.

The Corporation had granted a first ranking security over all of its assets as security against amounts borrowed under its expired revolving term credit facility. In addition to certain customary restrictions, including restrictions on the existence of other secured indebtedness, the Corporation's revolving term credit facility requires the maintenance of certain financial ratios relating to the fair value of certain of the Corporation's investments. Therefore, the Corporation's borrowing availability increased or decreased, reflecting corresponding increases or decreases in the fair value of the Corporation's investments. At March 31, 2018, the Corporation was in compliance with all debt covenants under the terms of its credit facility.

Loan Facilities, Blue Goose Capital Corp.

Blue Goose and its subsidiaries have entered into several borrowing arrangements, pursuant to which Blue Goose had borrowed an aggregate of $54,399,000 at March 31, 2018. Other than as described below, since December 31, 2017, there have been no significant changes to the terms of credit facilities and other debt instruments available to Blue Goose from those terms outlined in note 15 to the 2017 Audited Consolidated Financial Statements.

Blue Goose had established a $10,000,000 real property loan facility with Farm Credit Canada, a leading lender to the agriculture sector, the proceeds of which were used to facilitate the acquisition of a ranch property in western Canada. The loan was secured by the ranch property. In addition, Dundee Agriculture Corporation, a wholly-owned subsidiary of the Corporation, provided a full guarantee in respect of amounts owing under these arrangements which, at March 31, 2018, was $8,102,000. The real property loan bore interest at the lender's variable mortgage rate less 0.95% per annum, and matured on May 1, 2018, at which time the real property loan was renewed under amended terms that include interest at the lender's prime plus 2.05% and a maturity of May 1, 2023.

Other than as outlined above, the lending institutions to Blue Goose do not have recourse to Dundee Corporation in respect of any of the amounts borrowed.

Demand Revolving Credit Facility, Dundee Energy Limited Partnership

DELP has established a credit facility with a Canadian Schedule I Chartered Bank secured against its assets, and Dundee Energy has also assigned a limited recourse guarantee of its units in DELP as further security against the credit facility. At March 31, 2018, DELP had drawn $57,400,000 (December 31, 2017 – $57,400,000) pursuant to the credit facility.

The credit facility is structured as a revolving demand loan, and is subject to a tiered interest rate structure based on DELP's net debt to cash flow ratio, as defined in the credit facility. Based on ratios at March 31, 2018, draws on the credit facility bore interest at the bank's prime lending rate plus 3.5%. DELP is subject to a standby fee of 0.55% on undrawn amounts under the credit facility.

The credit facility is subject to certain covenants, including maintenance of minimum levels of working capital. At March 31, 2018, DELP was in compliance with all such covenants. Notwithstanding, on July 21, 2017, Dundee Energy and DELP received notice from DELP's lender, demanding repayment of amounts borrowed, which Dundee Energy and DELP were unable to meet. The lenders are in the process of conducting a SSP pursuant to the provisions of the *Companies' Creditors Arrangement Act* (note 4). On April 20, 2018, Dundee Energy announced that a purchaser for substantially all of the assets of DELP had been identified. The transaction remains subject to approval by the Ontario Superior Court of Justice.

The lender to DELP does not have recourse to Dundee Corporation in respect of this lending arrangement.

Interest Expense Incurred on Corporate Debt

For the three months ended		March 31, 2018		March 31, 2017
Dundee Corporation	$	148	$	732
Dundee Energy Limited Partnership		1,023		954
Blue Goose Capital Corp.		836		767
Blue Goose Pure Foods Ltd.		-		453
		2,007		2,906
Less: Interest expense from discontinued operations				
Dundee Energy Limited Partnership		(1,023)		(954)
Blue Goose Pure Foods Ltd.		-		(453)
Interest expense from continuing operations	**$**	**984**	**$**	**1,499**

14. DECOMMISSIONING LIABILITIES, DISCONTINUED OPERATIONS

		As at and for the three months ended March 31, 2018		As at and for the year ended December 31, 2017
Discount rates applied to future obligations		*1.79% - 2.22%*		*1.64% - 2.15%*
Inflation rate		*2.00%*		*2.00%*
Discounted future obligations, beginning of period	$	51,706	$	55,520
Effect of changes in estimates and remeasurement of discount and foreign exchange rates		(874)		(1,737)
Liabilities settled (reclamation expenditures)		(159)		(3,449)
Accretion (interest expense)		345		1,372
Discounted future obligations, end of period	**$**	**51,018**	**$**	**51,706**

15. PREFERENCE SHARES

The terms of the Corporation's First Preference Shares, Series 2 ("Preference Shares, series 2"), First Preference Shares, Series 3 ("Preference Shares, series 3") and First Preference Shares, Series 5 ("Preference Shares, series 5"), and significant transactions in respect thereof during the year ended December 31, 2017, are summarized in note 17 to the Corporation's 2017 Audited Consolidated Financial Statements.

Issued and Outstanding Preference Shares, series 2

	Number of Shares		Par Value		Issue Costs		Carrying Value
Balance as at March 31, 2018, December 31, 2017 and March 31, 2017	3,479,385	$	86,985	$	(2,932)	$	84,053

The Preference Shares, series 2 carry an annual coupon rate of 5.688%. During the three months ended March 31, 2018, the Corporation paid dividends of $1,237,000 on its outstanding Preference Shares, series 2 (three months ended March 31, 2017 – $1,237,000).

Issued and Outstanding Preference Shares, series 3

	Number of Shares		Par Value		Carrying Value
Balance as at March 31, 2018, December 31, 2017 and March 31, 2017	1,720,615	$	43,015	$	43,015

The Preference Shares, series 3 are subject to a floating dividend rate. During the three months ended March 31, 2018, the Corporation paid dividends of $527,000 (three months ended March 31, 2017 – $489,000) on its outstanding Preference Shares, series 3, representing a coupon rate of 4.97% (three months ended March 31, 2017 – 4.61%).

Issued and Outstanding Preference Shares, series 5

	Number of Shares		Par Value		Carrying Value
Balance as at December 31, 2016	3,598,203	$	89,955	$	92,359
For the three months ended March 31, 2017					
Amortization of premium	-		-		(287)
Balance as at March 31, 2017	3,598,203		89,955		92,072
From April 1, 2017 to December 31, 2017					
Amortization of premium	-		-		(861)
Balance as at December 31, 2017	3,598,203		89,955		91,211
For the three months ended March 31, 2018					
Redemption	(303,265)		(7,582)		(7,582)
Amortization of premium	-		-		(332)
Balance as at March 31, 2018 *	**3,294,938**	**$**	**82,373**	**$**	**83,297**

* *The fair value of outstanding Preference Shares, series 5 as at March 31, 2018 was $80,726,000.*

The Preference Shares, series 5 carry an annual coupon rate of 7.5%. During the three months ended March 31, 2018, the Corporation paid dividends of $1,593,000 (three months ended March 31, 2017 – $1,687,000) on its outstanding Preference Shares, series 5. These amounts have been included as "*Interest expense*" in the March 2018 Interim Consolidated Financial Statements.

In accordance with the terms of the Corporation's Preference Shares, series 5, holders thereof had the option to redeem up to 17% of their holdings on January 31, 2018 at a price of $25.00 per share. During the first quarter of 2018, the Corporation paid cash of $7,582,000 to redeem 303,265 Preference Shares, series 5 pursuant to these arrangements.

16. SHARE CAPITAL

The terms of the Corporation's Class A subordinate voting shares ("Subordinate Shares") and Class B common shares ("Class B Shares"), and significant transactions in respect thereof during the year ended December 31, 2017, are summarized in note 18 to the Corporation's 2017 Audited Consolidated Financial Statements.

Issued and Outstanding

	SUBORDINATE SHARES			CLASS B SHARES			TOTAL		
	Number		Amount	Number		Amount	Number		Amount
Outstanding December 31, 2016	55,621,546	$	274,080	3,114,936	$	8,154	58,736,482	$	282,234
For the three months ended March 31, 2017									
Issuance of shares under									
share incentive arrangements	54,385		296	-		-	54,385		296
Conversion from Class B Shares									
to Subordinate Shares	63		-	(63)		-	-		-
Outstanding March 31, 2017	55,675,994		274,376	3,114,873		8,154	58,790,867		282,530
From April 1, 2017 to December 31, 2017									
Issuance of shares under									
share incentive arrangements	25,540		189	-		-	25,540		189
Conversion from Class B Shares									
to Subordinate Shares	69		-	(69)		-	-		-
Outstanding March 31, 2018 and									
December 31, 2017	**55,701,603**	**$**	**274,565**	**3,114,804**	**$**	**8,154**	**58,816,407**	**$**	**282,719**

Subordinate Share Warrants

At March 31, 2018, there were 1,421,124 subordinate share warrants outstanding. Each subordinate share warrant entitles the holder thereof to purchase one Subordinate Share of the Corporation at a price of $6.00 per Subordinate Share on or before June 30, 2019, after which time the subordinate share warrant will expire and be of no further force and effect.

Accumulated Other Comprehensive Income

		Equity Accounted Investments		Foreign Currency Translation		Non-controlling Interest		Total
Balance at December 31, 2016	$	(9,743)	$	86,694	$	(11,300)	$	65,651
For the three months ended March 31, 2017								
Other comprehensive income (loss)		6,285		(2,095)		261		4,451
Balance at March 31, 2017		(3,458)		84,599		(11,039)		70,102
From April 1, 2017 to December 31, 2017								
Other comprehensive loss		(2,013)		(13,333)		1,983		(13,363)
Transfer of realized foreign currency translation gain in UHCL								
to net earnings (loss)		-		(64,436)		10,581		(53,855)
Reattribution of accumulated other comprehensive income on								
change of ownership interest in subsidiaries		-		-		(76)		(76)
Balance at December 31, 2017		(5,471)		6,830		1,449		2,808
For the three months ended March 31, 2018								
Other comprehensive income		554		5,641		(1,084)		5,111
Balance at March 31, 2018	**$**	**(4,917)**	**$**	**12,471**	**$**	**365**	**$**	**7,919**

17. NON-CONTROLLING INTEREST

As at	March 31, 2018	December 31, 2017
Non-controlling interest in continuing operations:		
Blue Goose Capital Corp.	$ 1,208	$ 1,818
Dundee Energy Limited	(3,213)	(3,631)
United Hydrocarbon International Corp.	36,170	34,181
Other	(7,161)	(6,954)
	27,004	25,414
Non-controlling interest in discontinued operations:		
Dundee Energy Limited Partnership	(2,148)	(1,469)
	$ 24,856	**$ 23,945**

18. REVENUES

Revenues from Continuing Operations

For the three months ended	March 31, 2018	March 31, 2017
Management fees	$ 582	$ 562
Financial services	269	3,922
Resource services	519	211
Agriculture	10,920	10,720
Real estate	18,518	19,534
Interest, dividends and other	3,071	2,856
	$ 33,879	**$ 37,805**

Revenues from Discontinued Operations

For the three months ended	March 31, 2018	March 31, 2017
Oil and gas, net of royalties	$ 5,578	$ 5,946
Agriculture	-	22,338
Interest, dividends and other	27	42
	$ 5,605	**$ 28,326**

19. SHARE INCENTIVE PLAN ARRANGEMENTS

The terms of the Corporation’s share based compensation plans are summarized in note 21 to the Corporation’s 2017 Audited Consolidated Financial Statements.

Share Bonus Plan

Aggregate share bonus awards granted but not yet vested at March 31, 2018 pursuant to the Corporation’s share bonus plan were 529,278.

Performance Share Unit Plan

There were 757,500 performance share units outstanding as at March 31, 2018.

Deferred Share Unit Plan

During the three months ended March 31, 2018, the Corporation paid cash of $49,000 in net settlement of 20,219 deferred share units that track the value of the Corporation’s Subordinate Shares. At March 31, 2018, there were 1,359,421 deferred share units outstanding that track the value of the Corporation’s Subordinate Shares and 1,189,245 deferred share units outstanding that track the value of class A subordinate voting shares of Dream Unlimited Corp.

Stock Based Compensation

For the three months ended		March 31, 2018		March 31, 2017
Deferred share unit plan	$	71	$	110
Share bonus plan		204		163
Performance share unit plan		238		245
Dream Unlimited Corp. tracking share incentive arrangements:				
Deferred share units		1,772		137
	$	**2,285**	**$**	**655**

Stock Based Compensation of Other Subsidiaries

From time to time, other subsidiaries of the Corporation may incur stock based compensation expense pursuant to their respective share incentive plan arrangements. During the three months ended March 31, 2018, these subsidiaries recognized a stock based compensation expense amount of $8,000 (three months ended March 31, 2017 – $1,095,000).

20. GENERAL AND ADMINISTRATIVE EXPENSES BY NATURE

General and Administrative Expenses in Continuing Operations

For the three months ended		March 31, 2018		March 31, 2017
Salary and salary-related	$	7,337	$	9,351
Stock based compensation		2,293		1,750
Corporate and professional fees		1,499		3,720
General office		4,949		4,517
Capitalized expenditures		-		-
Other		1,585		1,993
	$	**17,663**	**$**	**21,331**

General and Administrative Expenses in Discontinued Operations

For the three months ended		March 31, 2018		March 31, 2017
Salary and salary-related	$	533	$	763
Stock based compensation		-		-
Corporate and professional fees		855		477
General office		607		335
Capitalized expenditures		(340)		(387)
Other		-		-
		1,655		1,188
Change in fair value of contingent consideration		-		959
	$	**1,655**	**$**	**2,147**

21. INCOME TAXES

During the three months ended March 31, 2018, the Corporation recognized an income tax recovery amount on its loss from continuing operations of $5,567,000 (three months ended March 31, 2017 – income tax expense of $13,162,000), the major components of which include the following items:

For the three months ended		March 31, 2018		March 31, 2017
Current income tax expense	$	(1,347)	$	(274)
Deferred income tax recovery (expense)		6,914		(12,888)
Total income tax recovery (expense)	**$**	**5,567**	**$**	**(13,162)**

In addition, the Corporation recognized an income tax recovery in respect of discontinued operations of $256,000 during the three months ended March 31, 2017.

The income tax recovery (expense) amount on pre-tax loss (income) from continuing operations differs from the income tax recovery (expense) amount that would arise using the combined Canadian federal and provincial statutory tax rate of 26% (three months ended March 31, 2017 – 26%), as a result of the following items:

For the three months ended		March 31, 2018		March 31, 2017
Loss (earnings) before tax at statutory rate of 26% (2017 – 26%)	$	7,675	$	(11,047)
Effect on taxes of:				
Non-deductible expenses		(962)		(778)
Non-taxable revenue		200		527
Loss in tax exempt foreign jurisdiction		-		(447)
Change in unrecognized temporary differences		(1,070)		(888)
Other differences		(276)		(529)
Total income tax recovery (expense)	**$**	**5,567**	**$**	**(13,162)**

Significant components of the Corporation's deferred income tax assets and liabilities are as follows:

As at		March 31, 2018		December 31, 2017
Deferred income tax assets				
Loss carry forwards	$	44,946	$	49,770
Capital and other assets		2,821		2,809
Non-deductible reserves		850		850
Accrued liabilities		643		667
Other		4,045		4,002
Total deferred income tax assets		53,305		58,098
Deferred income tax liabilities				
Investments including equity accounted investments		(3,965)		(16,685)
Other		(16,340)		(15,163)
Total deferred income tax liabilities		(20,305)		(31,848)
Net deferred income tax assets	**$**	**33,000**	**$**	**26,250**

A deferred income tax asset is only recognized when management believes it is more likely than not that the benefit will be recognized, which management considers will occur with appreciation in the value of its investments.

At March 31, 2018, the Corporation had operating loss carry forwards of $490,350,000 (December 31, 2017 – $505,195,000) and capital loss carry forwards of $232,400,000 (December 31, 2017 – $231,918,000).

Year of Expiry:		Recognized		Unrecognized		Total
2024 and subsequent years	$	169,046	$	303,401	$	472,447
Non-Canadian		-		17,903		17,903
Total operating loss carry forwards	**$**	**169,046**	**$**	**321,304**	**$**	**490,350**
No expiry - Capital loss carry forwards	**$**	**877**	**$**	**231,523**	**$**	**232,400**

22. NET (LOSS) EARNINGS PER SHARE

For the three months ended	March 31, 2018	March 31, 2017
Net (loss) earnings attributable to owners of the parent	$ (24,789)	$ 29,539
Less: Dividends on Preference Shares, series 2	(1,237)	(1,237)
Dividends on Preference Shares, series 3	(527)	(489)
	$ (26,553)	$ 27,813
Represented by:		
Continuing operations	$ (25,618)	$ 28,162
Discontinued operations	(935)	(349)
Weighted average number of shares outstanding during the period	58,816,407	58,756,790
Basic (loss) earnings per share		
Continuing operations	$ (0.43)	$ 0.48
Discontinued operations	(0.02)	(0.01)
	$ (0.45)	$ 0.47
Effect of dilutive securities on weighted average number of shares outstanding during the period	n/a	3,220,681
Diluted (loss) earnings per share		
Continuing operations	$ (0.43)	$ 0.46
Discontinued operations	(0.02)	(0.01)
	$ (0.45)	$ 0.45

23. SUPPLEMENTAL CASH FLOW INFORMATION

Items Not Affecting Cash and Other Adjustments

For the three months ended	March 31, 2018	March 31, 2017
Depreciation and depletion	$ 1,570	$ 2,677
Net gain from investments	8,814	(57,465)
Share of loss from equity accounted investments	10,267	856
Deferred income taxes	(6,914)	12,888
Stock based compensation	2,293	1,750
Harvesting of livestock	5,968	6,124
Fair value changes in		
Livestock	(1,511)	(5,016)
Royalty interest (note 10)	(5,470)	-
Contingent consideration (note 10)	(1,012)	(459)
Other	(1,334)	(1,290)
	$ 12,671	**$ (39,935)**

Changes in Non-Cash Working Capital Items

For the three months ended	March 31, 2018	March 31, 2017
Accounts receivable	$ (777)	$ 1,981
Accounts payable and accrued liabilities	(4,328)	(12,535)
Current income tax amounts	(3,823)	(3,646)
Brokerage securities owned and sold short, net	(2,815)	1,487
Client accounts receivable, net of client deposits and related liabilities	3,134	(22,293)
Agricultural inventory	(261)	(692)
	$ (8,870)	**$ (35,698)**

24. FINANCIAL INSTRUMENTS

The following table summarizes those assets and liabilities that are included at their fair values in the Corporation's consolidated statements of financial position, or those assets and liabilities for which fair value is otherwise disclosed in the accompanying notes to the consolidated financial statements. These assets and liabilities have been categorized into hierarchal levels, according to the significance of the inputs used in determining fair value measurements.

		Fair Value as at March 31, 2018		
	Carrying Value as at March 31, 2018	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Recurring Measurements				
Financial Assets				
Investments				
Publicly traded securities	$ 184,935	$ 184,935	$ -	$ -
Private investments	133,960	-	-	133,960
Debt securities	32,819	8,696	-	24,123
Warrants and options	558	38	-	520
Equity accounted investments				
Union Group International Holdings Limited	15,008	-	-	15,008
Accounts receivable				
Contingent consideration	33,579	-	-	33,579
Brokerage securities owned				
Equities	11,714	11,467	247	-
Other	18	-	18	-
Financial Liabilities				
Brokerage securities sold short	(59)	(59)	-	-
Resource assets				
Royalty interest	152,506	-	-	152,506
Livestock	31,309	-	31,309	-
Disclosure of Fair Value				
Preference Shares, series 5	83,297	80,726	-	-

A summary of changes in the fair value of level 3 financial assets during the three months ended March 31, 2018, is as follows:

	Private Investments	Debt Securities	Warrants and Options	Equity Accounted Investments	Royalty Interest	Contingent Consideration	Total
At December 31, 2017	$ 127,459	$ 27,983	$ 764	$ 11,424	$ 143,060	$ 31,705	$ 342,395
For the three months ended March 31, 2018							
New investments	17,411	-	-	-	-	-	17,411
Proceeds from sales of investments	(9,292)	(5,124)	-	-	-	-	(14,416)
Transfer to level 1	(3,750)	-	-	-	-	-	(3,750)
Changes in market values	2,132	(40)	(244)	3,584	5,470	1,012	11,914
Other transactions	-	1,304	-	-	3,976	862	6,142
At March 31, 2018	**$ 133,960**	**$ 24,123**	**$ 520**	**$ 15,008**	**$ 152,506**	**$ 33,579**	**$ 359,696**

Reasonably possible changes in the value of unobservable inputs for any of these individual investments would not significantly change the fair value of investments classified as level 3 in the fair value hierarchy. Other than as described above, there have been no other transfers between the fair value hierarchy levels during the three months ended March 31, 2018.

A detailed description of the Corporation's financial assets and financial liabilities and its associated risk management in respect thereof are provided in note 26 to the 2017 Audited Consolidated Financial Statements. There have been no significant changes in the business and economic circumstances and the related financial risks that affect the Corporation's valuation of financial assets and financial liabilities since December 31, 2017.

25. CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as the aggregate of its shareholders' equity and interest bearing debt, including certain outstanding preference shares. The following table summarizes the carrying value of the Corporation's capital as at March 31, 2018 and December 31, 2017.

As at	March 31, 2018	December 31, 2017
Shareholders' equity	$ 715,698	$ 736,560
Corporate debt	54,483	60,110
Preference Shares, series 5	83,297	91,211
	$ 853,478	**$ 887,881**

The Corporation's objectives when managing capital include (i) ensuring that the Corporation is able to meet its financial obligations as they become due, whilst ensuring compliance with all applicable debt covenants; (ii) ensuring that the Corporation has sufficient capital to manage business activities in each of its operating segments; (iii) ensuring that the Corporation has sufficient capital available to benefit from acquisition opportunities, should they arise; (iv) ensuring that the Corporation and all of its regulated entities meet relevant regulatory capital requirements; and (v) ensuring adequate returns for shareholders. The Corporation regularly assesses its capital management practices in response to changing economic conditions.

Certain of the Corporation's subsidiaries are subject to regulatory capital requirements. Compliance with these requirements requires that the subsidiaries maintain sufficient cash and other liquid assets on hand to maintain regulatory capital requirements, rather than using these liquid assets in connection with its business or otherwise. As at March 31, 2018 and December 31, 2017, these subsidiaries complied with all regulatory capital requirements.

Certain of the Corporation's subsidiaries, including those in the development stage, may have significant liquidity risk without the continued financial support of Dundee Corporation.

26. COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

A description of the Corporation's commitments, contingencies and off-balance sheet arrangements is provided in note 28 to the Corporation's 2017 Audited Consolidated Financial Statements.

Legal Contingencies

The Corporation and/or its subsidiaries are defendants in various legal actions. The defenses to these claims and the quantification of damages are yet to be determined and the amount of the loss, if any, cannot be determined at this time. The Corporation intends to vigorously defend itself against all legal claims. Although the ultimate outcome of these matters cannot be ascertained at this time and the results of legal proceedings cannot be predicted with certainty, it is the opinion of management, based on information currently available, that these are not material liabilities, adequate provisions have been made for any liabilities and the resolution of these matters will not have a material adverse effect on the consolidated financial position of the Corporation.

27. RELATED PARTY TRANSACTIONS

There have been no significant changes in the nature and scope of related party transactions to those described in note 29 to the Corporation's 2017 Audited Consolidated Financial Statements.

28. SEGMENTED INFORMATION

The Corporation's reportable business segments are organized in a manner that reflects how management views those business activities. The tabular information that follows shows data of reportable segments reconciled to amounts reflected in these consolidated financial statements.

Business Entity	*Business Activity*
Corporate and Other Portfolio Holdings	Investments in public and private equity and debt securities in diversified industry segments
Goodman & Company, Investment Counsel Inc.	100%-owned private subsidiary registered as a portfolio manager and exempt market dealer across Canada and an investment fund manager in Ontario, Quebec and Newfoundland. This segment also includes the activities of Dundee Global Investment Management Inc. through which the Corporation previously explored certain wealth management strategies
Dundee Securities Ltd.	100%-owned private subsidiary and, historically, a full-service Canadian investment dealer registered with the Investment Industry Regulatory Organization of Canada
Dundee Energy Limited	58%-owned public, non-listed subsidiary in the oil and gas industry
Dundee Energy Limited Partnership *(Discontinued operations) ("note 4")*	58%-owned private subsidiary engaged in oil and gas activities in southern Ontario
United Hydrocarbon International Corp.	83%-owned private subsidiary engaged in oil and gas exploration through the holding of a royalty interest in the Republic of Chad
Dundee Sustainable Technologies Inc.	63%-owned publicly listed subsidiary developing patented sustainable precious and base metals extraction processes
Eurogas International Inc.	54%-owned publicly listed subsidiary engaged in oil and gas exploration
Blue Goose Capital Corp.	90%-owned private subsidiary operating in organic and natural protein processing and production
Blue Goose Pure Foods Inc. *(Discontinued operations) ("note 4")*	Previous 90%-owned private subsidiary specializing in the production, processing and distribution of meat products
AgriMarine Holdings Inc.	100%-owned private aquaculture company focused on fish farming and sustainable aquaculture technologies
Dundee 360 Real Estate Corporation	100%-owned private subsidiary engaged in development and management of international hotel, resort, residential and commercial real estate projects

Segmented Operations for the Three Months Ended March 31, 2018

	Revenues	Cost of Sales	Other Amounts in Earnings (Loss)	Net Earnings (Loss)
Corporate and other portfolio holdings	$ 2,554	$ -	$ (25,307)	$ (22,753)
Asset management and capital markets				
Goodman & Company, Investment Counsel Inc.	708	-	(2,648)	(1,940)
Dundee Securities Ltd.	735	(500)	(2,075)	(1,840)
Resource industry				
Dundee Energy Limited	-	-	706	706
Dundee Energy Limited Partnership	5,605	(2,296)	(4,923)	(1,614)
United Hydrocarbon International Corp.	-	-	6,036	6,036
Dundee Sustainable Technologies Inc.	519	(436)	(536)	(453)
Eurogas International Inc.	-	-	(164)	(164)
Agriculture industry				
Blue Goose Capital Corp.	8,346	(12,567)	(2,179)	(6,400)
Blue Goose Pure Foods Ltd.	-	-	-	-
AgriMarine Holdings Inc.	2,670	(2,368)	(776)	(474)
Real estate industry				
Dundee 360 Real Estate Corporation	18,756	(15,054)	(5,383)	(1,681)
Intersegment	(409)	-	409	-
	39,484	(33,221)	(36,840)	(30,577)
Less: Discontinued operations				
Dundee Energy Limited Partnership	(5,605)	2,296	4,923	1,614
Blue Goose Pure Foods Ltd.	-	-	-	-
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND NON-CONTROLLING INTEREST	$ 33,879	$ (30,925)	$ (31,917)	(28,963)
Income taxes				5,567
Non-controlling interest				(458)
NET LOSS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO OWNERS OF THE PARENT				**$ (23,854)**
Discontinued operations, before income taxes and non-controlling interest	$ 5,605	$ (2,296)	$ (4,923)	$ (1,614)
Income taxes				-
Non-controlling interest				679
NET LOSS FROM DISCONTINUED OPERATIONS ATTRIBUTABLE TO OWNERS OF THE PARENT				**$ (935)**

Segmented Operations for the Three Months Ended March 31, 2017

	Revenues	Cost of Sales	Other Amounts in Earnings (Loss)	Net Earnings (Loss)
Corporate and other portfolio holdings	$ 2,307	$ -	$ 47,429	$ 49,736
Asset management and capital markets				
Goodman & Company, Investment Counsel Inc.	651	-	(2,201)	(1,550)
Dundee Securities Ltd.	4,594	(883)	(2,671)	1,040
Resource industry				
Dundee Energy Limited	-	-	(206)	(206)
Dundee Energy Limited Partnership	5,988	(2,500)	(3,337)	151
United Hydrocarbon International Corp.	-	-	(3,305)	(3,305)
Dundee Sustainable Technologies Inc.	211	(270)	(1,084)	(1,143)
Eurogas International Inc.	-	-	(147)	(147)
Agriculture industry				
Blue Goose Capital Corp.	6,868	(10,598)	1,822	(1,908)
Blue Goose Pure Foods Ltd.	22,338	(20,184)	(2,867)	(713)
AgriMarine Holdings Inc.	3,955	(4,071)	(879)	(995)
Real estate industry				
Dundee 360 Real Estate Corporation	19,563	(14,665)	(4,736)	162
Intersegment	(344)	-	344	-
	66,131	(53,171)	28,162	41,122
Less: Discontinued operations				
Dundee Energy Limited Partnership	(5,988)	2,500	3,337	(151)
Blue Goose Pure Foods Ltd.	(22,338)	20,184	2,867	713
EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND NON-CONTROLLING INTEREST	$ 37,805	$ (30,487)	$ 34,366	41,684
Income taxes				(13,162)
Non-controlling interest				1,366
NET EARNINGS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO OWNERS OF THE PARENT				**$ 29,888**
Discontinued operations, before income taxes and non-controlling interest	$ 28,326	$ (22,684)	$ (6,204)	$ (562)
Income taxes				256
Non-controlling interest				(43)
NET LOSS FROM DISCONTINUED OPERATIONS ATTRIBUTABLE TO OWNERS OF THE PARENT				**$ (349)**

Segmented Net Assets as at March 31, 2018

	ASSETS					LIABILITIES		
	Cash	Investments	Deferred Income Taxes	Other Assets	Total	Corporate Debt	Other Liabilities	Total
Corporate and other portfolio holdings	$ 37,210	$ 448,103	$ 34,063	$ 21,646	$ 541,022	$ -	$ (108,715)	$ (108,715)
Asset management and capital markets								
Goodman & Company, Investment Counsel Inc.	2,932	-	-	934	3,866	-	(1,012)	(1,012)
Dundee Securities Ltd.	14,476	-	-	17,747	32,223	-	(5,600)	(5,600)
Resource industry								
Dundee Energy Limited	88	-	-	-	88	-	(3,073)	(3,073)
Dundee Energy Limited Partnership	4,798	-	-	105,904	110,702	(57,400)	(58,409)	(115,809)
United Hydrocarbon International Corp.	5,209	-	-	202,145	207,354	-	(61)	(61)
Dundee Sustainable Technologies Inc.	303	-	-	8,489	8,792	-	(6,560)	(6,560)
Eurogas International Inc.	3	-	-	286	289	-	(717)	(717)
Agriculture industry								
Blue Goose Capital Corp.	854	-	-	95,767	96,621	(54,399)	(5,304)	(59,703)
AgriMarine Holdings Inc.	60	-	-	19,351	19,411	-	(3,760)	(3,760)
Real estate industry								
Dundee 360 Real Estate Corporation	4,382	5,884	(1,063)	43,271	52,474	(84)	(27,194)	(27,278)
	70,315	453,987	33,000	515,540	1,072,842	(111,883)	(220,405)	(332,288)
Less: Net assets of discontinued operations held for sale	(4,798)	-	-	(105,904)	(110,702)	57,400	58,409	115,809
Total	**$ 65,517**	**$ 453,987**	**$ 33,000**	**$ 409,636**	**$ 962,140**	**$ (54,483)**	**$ (161,996)**	**$ (216,479)**

Segmented Net Assets as at December 31, 2017

	ASSETS					LIABILITIES		
	Cash	Investments	Deferred Income Taxes	Other Assets	Total	Corporate Debt	Other Liabilities	Total
Corporate and other portfolio holdings	$ 40,475	$ 488,954	$ 27,397	$ 20,587	$ 577,413	$ -	$ (116,990)	$ (116,990)
Asset management and capital markets								
Goodman & Company, Investment Counsel Inc.	2,710	1,000	-	626	4,336	-	(887)	(887)
Dundee Securities Ltd.	17,832	-	-	15,590	33,422	-	(4,978)	(4,978)
Resource industry								
Dundee Energy Limited	32	-	-	25	57	-	(4,242)	(4,242)
Dundee Energy Limited Partnership	3,736	-	-	108,446	112,182	(57,400)	(58,275)	(115,675)
United Hydrocarbon International Corp.	9,190	-	-	190,420	199,610	-	(3,721)	(3,721)
Dundee Sustainable Technologies Inc.	495	-	-	7,507	8,002	-	(5,747)	(5,747)
Eurogas International Inc.	1	-	-	286	287	-	(661)	(661)
Agriculture industry								
Blue Goose Capital Corp.	861	-	-	100,057	100,918	(60,015)	(5,098)	(65,113)
AgriMarine Holdings Inc.	(66)	-	-	19,633	19,567	-	(3,447)	(3,447)
Real estate industry								
Dundee 360 Real Estate Corporation	3,748	5,976	(1,147)	41,375	49,952	(95)	(23,685)	(23,780)
	79,014	495,930	26,250	504,552	1,105,746	(117,510)	(227,731)	(345,241)
Less: Net assets of discontinued operations held for sale	(3,736)	-	-	(108,446)	(112,182)	57,400	58,275	115,675
Total	**$ 75,278**	**$ 495,930**	**$ 26,250**	**$ 396,106**	**$ 993,564**	**$ (60,110)**	**$ (169,456)**	**$ (229,566)**

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