DUNDEE CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS
MARCH 31, 2019

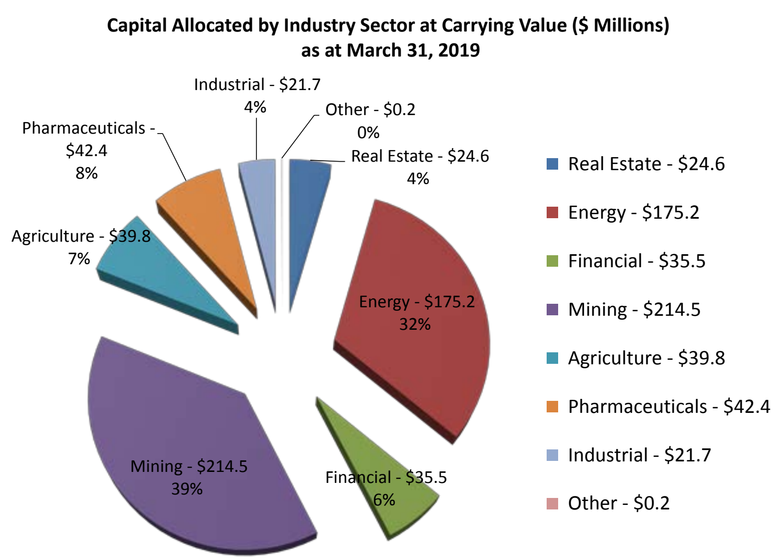
DUNDEE CORPORATION
Management's Discussion and Analysis

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

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

This Management's Discussion and Analysis ("MD&A") has been prepared with an effective date of May 10, 2019 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, 2018 (the "2018 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, 2019 (the "March 2019 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, 2019	Carrying Value December 31, 2018
1	**Operating Subsidiaries** Operating subsidiaries are not recorded as individual investments in the Corporation's consolidated financial statements. Instead, the accounts of the operating subsidiary are consolidated with those of the Corporation on a line-by-line basis. For example, the revenue generated by an operating subsidiary is reported as revenue of the Corporation in the consolidated statement of operations.	$ 226,091	$ 230,824
2	**Equity Accounted Investments** Investments that are accounted for using the equity method are separately disclosed in the Corporation's consolidated statement of financial position as "Equity accounted investments". These investments are initially recorded at the Corporation's cost of acquisition. Subsequently, the original cost is increased or decreased in proportion to the Corporation's share of earnings or losses generated by the investee.	28,766	44,060
3	**Investments** All other investments are designated as "Investments" in the Corporation's consolidated statement of financial position. These investments may include investments in equity or debt securities of public or private companies in a variety of sectors. These investments are reported in the Corporation's consolidated financial statements at their estimated fair value.	299,056	270,144
4	**Corporate Account Balances** Corporate account balances represent balances of the Corporation's capital that are not directly attributable to a particular investment. These balances include cash held by the Corporation directly, offset by the Corporation's direct obligations, including obligations in respect of its credit facilities and Preference Shares, series 5.	7,251	1,726
	SHAREHOLDERS' EQUITY	**$ 561,164**	**$ 546,754**
	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	**$ 434,096**	**$ 419,686**
	Number of Class A Subordinate Shares and Class B Shares of the Corporation outstanding		
	Class A Subordinate Shares	57,999,885	57,985,136
	Class B Shares	3,114,804	3,114,804
		61,114,689	61,099,940
	SHAREHOLDERS' EQUITY ON A PER SHARE BASIS *	**$ 7.10**	**$ 6.87**

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

PERFORMANCE MEASURES

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

- **"AUM" or "Assets under Management"** represent the period-end value of client assets managed by the Corporation's 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.

- **"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.

- **"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, 2019 compared with three months ended March 31, 2018

Consolidated Net Earnings

During the first three months of 2019, the Corporation recognized earnings attributable to owners of the Corporation of $14.9 million, or earnings of $0.21 per share, before the effect of any dilutive securities. This compares with a net loss attributable to owners of the Corporation of $24.8 million in the same period of 2018, representing a loss of $0.45 per share. The following table summarizes the Corporation's net operating earnings or loss on a per segment basis.

For the three months ended March 31,		2019		2018
Net earnings (loss) before income taxes from continuing operations				
Goodman & Company, Investment Counsel Inc.	$	(463)	$	(1,940)
United Hydrocarbon International Corp.		6,001		6,036
Dundee Sustainable Technologies Inc.		(833)		(453)
Blue Goose Capital Corp.		(4,100)		(6,400)
AgriMarine Holdings Inc.		(1,575)		(474)
Dundee 360 Real Estate Corporation		(699)		(581)
Dundee Energy Limited		(197)		706
Eurogas International Inc.		(95)		(164)
Dundee Securities Ltd.		-		(1,840)
		(1,961)		(5,110)
Adjusted for the corporate and other portfolio holdings segment:				
Net income (loss) from investments		28,078		(5,740)
Share of loss from equity accounted investments		(265)		(10,159)
Other items in the corporate and other portfolio holdings segment		(2,406)		(6,854)
Income tax (expense) recovery		(7,365)		5,511
Net earnings (loss) from continuing operations		16,081		(22,352)
Net loss from discontinued operations				
Dundee Energy Limited Partnership		-		(1,614)
Dundee 360 Real Estate Corporation's brokerage division		(1,216)		(1,044)
Net loss from discontinued operations		(1,216)		(2,658)
Net earnings (loss) for the period	**$**	**14,865**	**$**	**(25,010)**
Net earnings (loss) attributable to owners of the parent:				
Continuing operations	$	16,067	$	(22,810)
Discontinued operations		(1,216)		(1,979)
	$	**14,851**	**$**	**(24,789)**

Continuing Operations

During the first quarter of 2019, the Corporation recognized earnings from continuing operations attributable to owners of the Corporation of $16.1 million, or earnings of $0.23 per share, before the effect of any dilutive securities. This compares with a $22.8 million net loss from continuing operations attributable to owners of the Corporation in the same period of 2018, representing a loss of $0.42 per share.

Operating results during the first quarter of 2019 reflect a $30.1 million market appreciation (2018 – market depreciation of $8.8 million) in certain of the Corporation's investments that are carried in the consolidated financial statements at FVTPL. 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. During the quarter ended March 31, 2019, the Corporation recognized a loss of $0.8 million from loss of control of certain subsidiaries (see below). This amount is included in net income (loss) from investments in the March 2019 Interim Consolidated Financial Statements. In addition, the first quarter of 2019 net income (loss) from investments also includes dividend and interest income distributed from its portfolio investments.

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 quarter of 2019, the Corporation's corporate and other portfolio holding segment recognized a loss from its equity accounted investments of $0.3 million (2018 – $10.2 million).

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 from $54.2 million at the end of December 2018 to $68.1 million at March 31, 2019. During the first quarter of 2019, GCIC raised capital of $20.3 million from launching a new tax-sheltered limited partnership, *CMP 2019 Resource Limited Partnership*. Compared with the same period of the prior year, pre-tax operating loss from this segment was reduced by $1.4 million to $0.5 million in the first quarter of 2019. The reduction of pre-tax operating loss in the current year was mainly due to the transfer out of GCIC's private client business in May 2018.

- The Corporation's 83% owned subsidiary, United Hydrocarbon International Corp. ("UHIC"), reported earnings before taxes of $6.0 million (2018 – $6.0 million) for the first quarter of 2019, essentially all of which relates to the appreciation in the fair value change of the bonuses and royalty interest.

- Dundee Sustainable Technologies Inc. ("Dundee Technologies") incurred a pre-tax operating loss of $0.8 million during the first three months of 2019 (2018 – $0.5 million). Dundee Technologies continues to expand the provision of technical services in the mining industry to evaluate processing alternatives using its state of the art metallurgy plant and skilled technical team. Dundee Technologies has recently filed trademark applications under the name "Glasslock" and "CLEVR".

- Blue Goose Capital Corp. ("Blue Goose") incurred a net pre-tax operating loss of $4.1 million during the first quarter of 2019 (2018 – $6.4 million). The first quarter of 2019 results included a $0.5 million fish livestock write-off and accelerated depreciation of assets by $0.3 million. The 2018 operating results included net losses of $0.4 million for the fish and chicken operations. The natural fish operation was sold in July 2018 and Blue Goose exited its chicken distribution operation in December 2018.

- AgriMarine Holdings Inc. ("AgriMarine") continues to rationalize its cost structure with the goal of achieving profitability for its fish farming operation and sourcing third-party revenue for its technology division, while it continues to validate the scientific and commercial viability of its closed-containment tank technology. During the first three months of 2019, AgriMarine reported pre-tax operating losses of $1.6 million (2018 – $0.5 million).

- During the first quarter of 2019, Dundee 360 Real Estate Corporation ("Dundee 360") deems its real estate brokerage activities to be no longer its core business and committed to sell this division. The sale transaction is expected to be completed in the second quarter of 2019. Accordingly, the associated assets and liabilities related to the brokerage division are classified as "*Assets and liabilities held for sale*" in the consolidated statement of financial position and, operating results of the brokerage division is classified as "*Discontinued operations*" in the consolidated statements of operations. Dundee 360 incurred a pre-tax loss of $0.7 million (2018 – $0.6 million) from its continuing operations and $1.4 million (2018 – $1.1 million) from its discontinued operations.

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

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

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

- Dundee Securities Ltd. ("Dundee Securities") reported a pre-tax loss of $1.8 million for the first quarter of 2018. As a result of the sale of the Corporation's 100% interest in Dundee Securities in December 2018, there is no corresponding operating results reported in 2019.

OPERATING SUBSIDIARIES AS AT MARCH 31, 2019

	Ticker Symbol	*(000's) # of Shares Held*	*Market Price/Share*	*Percentage Ownership*	*Net Assets (note 1)*	*Non-Controlling Interests (note 2)*	*Carrying Value as at March 31, 2019*
Subsidiaries That Are Not Publicly Listed							
United Hydrocarbon International Corp.				83%	$ 193,120	$ (33,698)	$ 159,422
Blue Goose Capital Corp.				89%	26,482	509	26,991
AgriMarine Holdings Inc.				100%	12,016	-	12,016
Goodman & Company, Investment Counsel Inc.				100%	6,028	-	6,028
Dundee 360 Real Estate Corporation				100%	13,780	(6)	13,774
Dundee 360 Real Estate Corporation's brokerage division (assets and liabilities held for sale)				100%	(500)	-	(500)
Subsidiaries That Are Publicly Listed							
Dundee Sustainable Technologies Inc.	DST	228,068.5	$0.03	62%	1,618	6,742	8,360
TOTAL – OPERATING SUBSIDIARIES							**$ 226,091**

1. *See note 28 "Segmented Information" to the March 2019 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 2019 Interim Consolidated Financial Statements for information regarding the carrying value of non-controlling interest in each subsidiary.*

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 2019 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.

Assets Under Management

For the period ended March 31, 2019		
AUM at beginning of the period	$	54,230
Transactions for the period ended March 31, 2019		
Additions		20,274
Redemptions		(1,695)
Distributions paid		(9,942)
Change in market values		5,241
Net change in managed assets		13,878
AUM at end of the period	**$**	**68,108**

AUM Breakdown		
Tax-sheltered investment products	$	52,269
Mutual funds		10,792
Alternative investment product		5,047
	$	**68,108**

Additions during the first three months of 2019 were $20.3 million, resulting from the successful launch of GCIC's most recent tax-sheltered limited partnership, *CMP 2019 Resource Limited Partnership*.

Redemptions during the first three months of 2019 were $1.7 million, relating to redemptions in *Dundee Global Resource Class*, an open-end mutual fund. Distributions during the same period were $9.9 million and were paid from *CMP 2017 Resource Limited Partnership*, as the fund is in the process of winding up and dissolving, periodically returning cash directly to its limited partners.

Market appreciation during the three months ended March 31, 2019 was $5.2 million as valuations for metals and mining stocks strengthened during the same period, partially offset by market value declines stemming from the premiums paid to acquire flow-through shares of resource stocks held by *CMP 2019 Resource Limited Partnership*.

In aggregate, AUM increased by a net amount of $13.9 million to $68.1 million at March 31, 2019, compared with AUM of $54.2 million at December 31, 2018.

RESULTS OF OPERATIONS

As illustrated in the following table, GCIC incurred a net loss before income taxes attributable to owners of Dundee Corporation of $0.5 million in the first quarter of 2019, compared with a pre-tax loss of $1.9 million incurred in same quarter of the prior year.

For the three months ended March 31,		2019		2018
Revenues				
Management and performance fees	$	260	$	582
Financial services		134		35
Interest and other		20		91
		414		708
Other items in net loss before tax				
General and administrative		(814)		(1,642)
Depreciation		(23)		(2)
Net loss from investments		-		(1,000)
Share of loss from equity accounted investments		(37)		-
Interest expense		(3)		(4)
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(463)**	**$**	**(1,940)**
Net loss before taxes, Goodman & Company, Investment Counsel Inc., attributable to:				
Owners of Dundee Corporation	$	(463)	$	(1,940)
Non-controlling interest		-		-
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	**$**	**(463)**	**$**	**(1,940)**

Management fee revenues were $0.3 million in the first three months of 2019, a decline of $0.3 million from management fee 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. Management fee revenues were impacted by the decline in AUM due to the transfer out of GCIC's private client business in May 2018. The average AUM for the first three months of 2019 was $58.8 million (2018 – $210.8 million). During the first three months of 2019, the average management fee rate on AUM was 1.77% (2018 – 1.10%). The change in the average management fee rate reflects the mix of assets managed, with private client assets generally earning a lower management fee rate than tax-sheltered investment products, 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 earned in the first quarter of 2019 and 2018.

General and administrative expenses decreased from $1.6 million in the first quarter of 2018 to $0.8 million in the first quarter of 2019 and was mainly due to the transfer out of GCIC's private client business in May 2018.

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, 2019, the Corporation's carrying value of its 83% interest in UHIC was $159.4 million. Additional information regarding UHIC may be accessed at www.unitedhydrocarbon.com.

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

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

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

UHCL's owner, Delonex Energy Limited ("Delonex"), is committed to a US$65 million comprehensive exploration program for the assets in Chad that is to be completed by September 2019, 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. Delonex completed the acquisition of 1,300 square kilometers of 3D seismic surveys as well as 550 line kilometers of 2D seismic surveys in March 2018. Then in September 2018, Delonex mobilized a rig to the site and commenced the first phase of the exploration drilling program.

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

In determining the fair value of the US$50.0 million contingent bonus payable at March 31, 2019, UHIC applied an 85% probability of reaching successful first oil before March 31, 2022 at the Doba Basin, and a 65% probability of reaching first oil at Block H before March 31, 2022, appropriately discounted using a risk-adjusted rate of 16.4%. At March 31, 2019, the fair value of the contingent consideration was revalued to US$23.1 million (Cdn$30.9 million), compared to the contingent consideration of US$22.3 million (Cdn$30.4 million) at the end of December 2018. Included in net earnings during the first three months of 2019 is a $1.1 million gain relating to the change in the fair value of the contingent consideration that is attributed to the passage of time, offset by a $0.6 million loss relating to foreign exchange that is reflected in other comprehensive income.

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

At March 31, 2019, the royalty interest was revalued to US$105.8 million (December 31, 2018 – US$101.8 million) to account for the passage of time, and to Cdn$141.3 million (December 31, 2018 – Cdn$139.0 million) to reflect foreign currency fluctuations. Included in net earnings during the first three months of 2019 is a $5.2 million gain relating the change in the fair value of the royalty interest that is attributed to the passage of time, offset by a $2.9 million loss relating to foreign exchange that is reflected in other comprehensive income.

RESULTS OF OPERATIONS

As a result of changes in the fair value of the bonuses and royalty interest, UHIC is reporting net earnings during the first three months of 2019 of $6.0 million, including $6.3 million of fair value appreciation relating to the passage of time described above.

For the three months ended March 31,		2019		2018
Other items in net earnings before taxes				
Depreciation	$	-	$	(4)
General and administrative		(252)		(444)
Remeasurement of financial instruments		6,315		6,482
Interest expense		14		2
Foreign exchange loss		(76)		-
Net earnings before taxes, United Hydrocarbon International Corp.	**$**	**6,001**	**$**	**6,036**
Net earnings before taxes, United Hydrocarbon International Corp. attributable to:				
Owners of Dundee Corporation	$	4,954	$	4,983
Non-controlling interest		1,047		1,053
Net earnings before taxes, United Hydrocarbon International Corp.	**$**	**6,001**	**$**	**6,036**

CHANGES IN FINANCIAL CONDITION

UHIC sold UHCL to Delonex on September 22, 2017. At closing, US$9.5 million of cash consideration was placed in an escrow account, of which UHIC is working with Delonex on scheduling the release to UHIC of US$6.9 million relating to security for any claims by Delonex for breaches against representations, warranties or covenants in the transaction agreement, or against any other indemnity provisions. Subject to certain conditions, the remaining US$2.6 million will be released to UHIC at the earlier of first production or the granting of a PSC exploitation license; otherwise, it will be forfeited to Delonex on September 22, 2020 unless a PSC exploration permit extension is granted.

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's exploration permit. 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 100% of any cost associated with the PSC extension up to US$10.0 million. Should the extension costs exceed US$10.0 million, 50% of any excess will be funded by UHIC. Any additional amount owed over the US$3.0 million holdback will be withheld from future royalty contingent payments. Should an extension not be granted prior to June 5, 2020, the holdback will be forfeited to Delonex.

Cash Resources
At March 31, 2019, UHIC held cash of $4.8 million. UHIC does not currently generate cash flows from its business activities, and it currently relies on its ability to raise funds through capital markets or through debt from the Corporation. Existing cash resources are expected to cover UHIC's cash requirements as it monitors Delonex's commitments made under the sales agreement.

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

DUNDEE SUSTAINABLE TECHNOLOGIES INC.

Dundee Technologies is engaged in the development and commercialization of environmentally-responsible technologies for the treatment of complex materials from the mining industry. Through the development of patented, proprietary processes, Dundee Technologies extracts precious and base metals from ores, 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' primary profit driver in the coming years will be the arsenic vitrification process. Using this technology, arsenic, which is a significant and dangerous waste product from the mining industry can be safely and permanently be vitrified in a glass form for disposal at the mine site or for remediation situations. There are numerous projects in the development pipeline. Dundee Technologies has recently filed a trademark application under the name "Glasslock".

Dundee Technologies is also developing a solution to address the growing pressure from communities and governmental authorities over the use of cyanide in gold extraction. Dundee Technologies is working with customer that seek alternative processes that can extract gold without the environmental liabilities associated with cyanide, while still maintaining control over the deleterious elements such as arsenic, mercury and antimony. Dundee Technologies is offering a competitive alternative to the cyanidation process. Dundee Technologies has recently filed a trademark application under the name "CLEVR".

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

Dundee Technologies has protected its intellectual property by filing patents during the development of its technologies. To date, Dundee Technologies has patents granted or published on 12 different processes, and it has 62 patents granted, published, pending or filed in 21 different countries. These patents expire between 2022 and 2036.

At March 31, 2019, the Corporation held 178.1 million subordinate voting shares and 50.0 million multiple voting shares of Dundee Technologies, representing a 62% equity interest and an 84% voting interest. Additional information regarding Dundee Technologies may be accessed at www.dundeetechnologies.com.

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

RESULTS OF OPERATIONS

During the three months ended March 31, 2019, Dundee Technologies incurred a net loss before taxes of $0.8 million, compared with a net loss before taxes of $0.5 million in the same period of the prior year.

For the three months ended March 31,		2019		2018
Revenues				
Technical services	$	138	$	519
		138		519
Cost of sales		(146)		(436)
Other items in net loss before taxes				
Depreciation		197		-
General and administrative		(841)		(415)
Interest expense		(184)		(127)
Foreign exchange gain		3		6
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(833)**	**$**	**(453)**
Net loss before taxes, Dundee Sustainable Technologies Inc. attributable to:				
Owners of Dundee Corporation	$	(372)	$	(179)
Non-controlling interest		(461)		(274)
Net loss before taxes, Dundee Sustainable Technologies Inc.	**$**	**(833)**	**$**	**(453)**

During the three months ended March 31, 2019, Dundee Technologies earned revenues of $0.1 million from the provision of technical services to customers in the mining industry to evaluate processing alternatives using its proprietary technologies and for general mineral processing services.

Dundee Technologies incurred operating expenses of $1.0 million during the three months ended March 31, 2019, of which $0.1 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 $0.9 million in general and administrative costs. In comparison, during the same period of the prior year, Dundee Technologies incurred operating costs of $0.9 million, of which $0.5 million was attributed to cost of sales, with the balance of $0.4 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 be allocated to the provision of revenue generating activities. In addition, included in the three months ended March 31, 2019 net loss before taxes is an adjustment to the amortization of intangible assets of $0.2 million.

CHANGES IN FINANCIAL POSITION

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

The Corporation advanced $0.8 million to Dundee Technologies during the three months ended March 31, 2019, in order to supplement working capital requirements. At March 31, 2019, Dundee Technologies had cash of $0.3 million, and it had obligations, other than obligations due to Dundee Corporation, of $7.5 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 favorable results, it will be able to secure the necessary financing through additional grants, or the issuance of debt or equity in either the private or public markets.

BLUE GOOSE CAPITAL CORP.

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

RESULTS OF OPERATIONS

During the first quarter of 2019, Blue Goose incurred a net loss of $4.1 million, compared with a net loss of $6.4 million incurred in the same period of the prior year. The prior year results included net losses of $0.4 million for the fish and chicken operations. The natural fish operation was sold in July 2018 and Blue Goose exited its chicken distribution operation in December 2018.

During the first quarter of 2019, Blue Goose accelerated $0.3 million depreciation on assets relating to the fish operation and in addition, fish livestock was written-down by $0.5 million due to price changes and mortality.

For the three months ended March 31,		2019		2018
Revenues				
Sales	$	3,162	$	8,250
Interest and dividends		383		96
		3,545		8,346
Cost of sales		(6,117)		(12,567)
Other items in net loss before taxes				
Depreciation and depletion		(1,154)		(574)
General and administrative		(497)		(1,932)
Fair value changes in livestock		1,614		1,511
Interest expense		(1,491)		(1,186)
Foreign exchange gain		-		2
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(4,100)**	**$**	**(6,400)**
Net loss before taxes, Blue Goose Capital Corp. attributable to:				
Owners of Dundee Corporation	$	(3,657)	$	(5,739)
Non-controlling interest		(443)		(661)
Net loss before taxes, Blue Goose Capital Corp.	**$**	**(4,100)**	**$**	**(6,400)**

Contribution Margins

During the three months ended March 31, 2019, Blue Goose incurred a negative contribution margin of $1.3 million (2018 – $2.8 million) on total revenues of $3.2 million (2018 – $8.3 million). The negative contribution margin, before adjusting for fair value changes, was $0.9 million in 2019 (2018 – $0.1 million).

For the three months ended March 31,								2019
		Beef		Fish		Chicken		Total
Sales	$	2,952	$	210	$	-	$	3,162
Cost of sales, period cost		(3,698)		(317)		(5)		(4,020)
		(746)		(107)		(5)		(858)
Fair value changes								
Fair value changes in livestock		1,854		(240)		-		1,614
Cost of sales, fair value harvested		(1,895)		(202)		-		(2,097)
		(41)		(442)		-		(483)
Margin	**$**	**(787)**	**$**	**(549)**	**$**	**(5)**	**$**	**(1,341)**
Margin %		(16.4%)		1830.0%		0.0%		(28.1%)

For the three months ended March 31,					2018
		Beef	Fish	Chicken	Total
Sales	$	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%)

The beef division recognized a gain in fair value changes in livestock of $1.9 million in the first quarter of 2019 compared with $1.3 million of the prior year. The $0.6 million increase is mainly due to higher livestock biomass and increased market prices in 2019 compared to the same period of the prior year. During the first three months of 2019, period costs associated with the beef division were $3.7 million (2018 – $5.3 million) due to lower sales volume.

Revenue and period costs from the fish division of $0.2 million and $0.3 million respectively, in the first quarter of 2019, are lower compared to the revenue and period costs in the prior year. The $0.6 million and $0.1 million decrease in revenue and period costs was partially attributable to nominal sales revenue for organic fish and no sales in natural fish as a result of the asset sale of the natural fish operation in July 2018.

Blue Goose exited its chicken distribution operations in December 2018.

CHANGES IN FINANCIAL CONDITION

Changes in Livestock Carrying Values

		Cattle	Fish	Inventory and Supplies	Total
Carrying value, beginning of the period	$	19,855 $	2,010 $	3,004 $	24,869
Transactions during the three months ended March 31, 2019					
Net additions		7	-	154	161
Herd growth - physical changes		944	(56)	-	888
Herd growth - price changes		910	(184)	-	726
Net of product processed		(1,895)	(202)	(1,792)	(3,889)
Carrying value, end of the period	**$**	**19,821 $**	**1,568 $**	**1,366 $**	**22,755**

Herd size at Blue Goose's beef division remained consistent with the prior year.

		Cattle herd as at
(number of animals)	March 31, 2019	December 31, 2018
Breeding cattle and bulls	7,128	6,614
Immature livestock and feeder cattle	5,450	5,944
	12,578	**12,558**

Corporate Debt in Blue Goose

Blue Goose and its subsidiaries have entered into several borrowing arrangements, pursuant to which Blue Goose has borrowed an aggregate of $52.8 million as at March 31, 2019. A detailed description of the nature of each of Blue Goose's borrowing facilities is provided in note 14 to the 2018 Audited Consolidated Financial Statements. Other than as described below, the lending institutions to Blue Goose do not have recourse to Dundee Corporation in respect of any of the amounts borrowed under these arrangements.

Dundee Agriculture Corporation, a wholly-owned subsidiary of the Corporation, provided a limited guarantee of $10.0 million on a loan entered into on September 23, 2016 with Farm Credit Canada. The amount owing under this arrangement at March 31, 2019 was $9.2 million (December 31, 2018 – $9.3 million).

Cash Resources

At March 31, 2019, Blue Goose had cash and receivables of $1.3 million and it had obligations, other than corporate debt and amounts otherwise due to Dundee Corporation, of $6.8 million. During the first three months of 2019, the Corporation advanced $1.9 million to Blue Goose. Without the continued financial support of Dundee Corporation, there can be no assurance that Blue Goose will generate sufficient cash flows or otherwise have access to the necessary funding to maximize its business opportunities.

AGRIMARINE HOLDINGS INC.

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

RESULTS OF OPERATIONS

During the quarter ended March 31, 2019, AgriMarine incurred a pre-tax net loss attributable to owners of Dundee Corporation of $1.6 million, compared with a pre-tax net loss attributable to owners of Dundee Corporation of $0.5 million in the same period of 2018.

For the three months ended March 31,		2019		2018
Sales revenue				
Sales	$	1,343	$	2,670
Interest and other		20		-
		1,363		2,670
Cost of sales		(1,236)		(2,368)
Other items in net loss before taxes				
Depreciation		(1,015)		-
General and administrative		(675)		(758)
Interest expense		(11)		(18)
Foreign exchange loss		(1)		-
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(1,575)**	**$**	**(474)**
Net loss before taxes, AgriMarine Holdings Inc. attributable to:				
Owners of Dundee Corporation	$	(1,575)	$	(474)
Non-controlling interest		-		-
Net loss before taxes, AgriMarine Holdings Inc.	**$**	**(1,575)**	**$**	**(474)**

Contribution Margins

During the quarter ended March 31, 2019, AgriMarine generated revenue of $1.3 million and a contribution margin of $0.1 million. This compares with revenue of $2.7 million and a contribution margin of $0.3 million in the same period of 2018. Transition to closed-containment tanks caused a short-term increase in costs per kilogram, as net pen costs were not immediately eliminated, and other cost reductions have trailed the physical decease in biomass.

For the three months ended March 31,		2019		2018
Revenues	$	1,343	$	2,670
Cost of sales		(1,236)		(2,368)
Contribution margin	**$**	**107**	**$**	**302**

At WCF, the volume of fish harvested during the three months ended March 31, 2019 was 149,000 kilograms, translating into 126,000 kilograms (277,000 pounds) of product sold, at an average selling price of $9.71 per kilogram ($4.41 per pound). Reduced harvest and sales volumes at this time reflect the transition to full closed-containment and associated reduction of biomass necessary to manage fish within WCF's containment capacity. As biomass stabilizes within the closed-containment system, biomass will increase, as will harvest volumes.

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	$	3,989	$	460	$	4,449
Transactions during the three months ended March 31, 2019						
Net additions		1,134		(207)		927
Net of product processed		(1,500)		-		(1,500)
Carrying value, end of period	**$**	**3,623**	**$**	**253**	**$**	**3,876**

As at March 31, 2019, the carrying value of AgriMarine's biological assets was $3.6 million, compared to a carrying value of $4.0 million as at December 31, 2018.

Dundee Corporation advanced $0.3 million to AgriMarine during the three months ended March 31, 2019 in order to supplement working capital requirements. As at March 31, 2019, AgriMarine had cash of $45,000 and liabilities of $4.4 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.

AgriMarine's principal focus remains the achievement of sustainable profitability for its WCF farming operation. Sales and most processing activities were outsourced during 2018, eliminating sales commissions and reducing the processing function and related costs. Operating costs, including oxygen supply to the farm's closed-containment tanks, have reduced in accordance with expectations as operations have streamlined. Fish growth rates are increasing with better temperature control and modified feeding protocols, which will improve further with the commissioning of an autofeeder in April 2019. Reducing energy costs which currently exceed $1 million annually remains a further priority, however alternatives to the current situation are limited and require significant capital investment. It is anticipated that the improvements in operating efficiency, cost savings and other benefits that were reflected in biomass costs per kilogram in the three months ended March 31, 2019 will continue to reflect in results throughout 2019. The 2019 capital expenditures recently approved will further improve farm logistics and fish growth, and it is anticipated further efficiency and cost improvements will follow commissioning of each component.

Increasing scale to the maximum allowed by WCF licenses would result in economies, by spreading infrastructure and operating costs over a larger volume of fish. However due to the capital costs associated with the increased closed-containment that would be required, this is not a viable option at this time. Until such time scale increase is viable, management is committed to eliminating net pens and maximizing efficiency and output from the existing closed-containment configuration. Commencing early in 2018, WCF started transitioning from net pens, which have been used historically as containment for fish as they leave the hatchery until they reach a suitable size to be loaded into closed-containment tanks. The elimination of net pens has necessitated using one of the closed-containment tanks for this purpose, reducing the overall biomass capacity of the farm. Storm damage to the raceway has temporarily reduced capacity further. The raceway is in the process of being re-commissioned, and the 2019 capital expenditure program includes two small raceways specifically for the transition of fish between hatchery and tanks. Planning for return to full closed-containment capacity, including the nursery raceways, started in the fourth quarter of 2018, and biomass is currently increasing again and is projected to be at sustainable capacity in or around the fourth quarter of 2019. The move to eliminate net pens will position WCF uniquely as a 100% closed-containment operation. At the same time, in conjunction with implementation of the approved capital expenditure, it would simplify the operation, reduce inefficiency, and reduce mortalities that generally accompany net pen operations during warmer months, as well as enhance fish health and growth.

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

DUNDEE 360 REAL ESTATE CORPORATION

Dundee 360 is a real estate company offering integrated management services in the development, marketing, sales and project administration, of high-end single purpose and mixed-use, residential and recreational real estate assets. Dundee 360 also provides hospitality services to hotel owners with a focus on asset and capital management, project management and financial reporting. In addition to its real estate activities, Dundee 360 also holds the Canadian franchise license to operate Sotheby's International Realty Canada ("Sotheby's").

At March 31, 2019, 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

At March 31, 2019, the Corporation has committed to a formal plan to sell Sotheby's as it has deemed its real estate brokerage activities to be no longer strategic to its main business operations and as a result, has classified the results of Sotheby's real estate brokerage activities as discontinued operations with related comparable information.

During the three months ended March 31, 2019, Dundee 360 incurred a net loss before taxes of $0.7 million from its continuing operations, compared to a net loss before taxes of $0.6 million incurred during the same period of prior year. The increase in net loss is primarily attributable to the volatility of Dundee 360's real estate project management revenues, which is predominantly project driven and timing of income earned from its real estate joint ventures. Dundee 360 incurred a net loss before taxes of $1.4 million from its discontinued operations, which compares to a net loss before taxes of $1.1 million in the same period of prior year. The increase in net loss is a result of an overall slowdown in the residential housing resale market due to government interventionist measures such as the foreign buyer tax in Ontario and British Colombia, increase interest rates and stricter mortgage qualification rules.

	Continuing Operations		Discontinued Operations		Total	
For the three months ended March 31,	2019	2018	2019	2018	2019	2018
Revenues						
Gross commission income	$ -	$ -	$ 16,539	$ 16,821	$ 16,539	$ 16,821
Consulting and management fees	200	163	-	-	200	163
Sales and marketing fees	-	-	41	-	41	-
Other revenue	75	6	1,454	1,528	1,529	1,534
Interest and other	91	247	(21)	(9)	70	238
	366	416	18,013	18,340	18,379	18,756
Cost of sales	-	-	(14,925)	(15,054)	(14,925)	(15,054)
Other items in net loss before taxes						
Depreciation and depletion	(181)	(104)	(394)	(287)	(575)	(391)
General and administrative	(655)	(781)	(4,017)	(4,080)	(4,672)	(4,861)
Share of loss from real estate joint ventures	(206)	(108)	-	-	(206)	(108)
Finance expense	(23)	(4)	(76)	(19)	(99)	(23)
Net loss before taxes, Dundee 360 Real Estate Corporation	**$ (699)**	**$ (581)**	**$ (1,399)**	**$ (1,100)**	**$ (2,098)**	**$ (1,681)**
Net loss before taxes, Dundee 360 Real Estate Corporation attributable to:						
Owners of Dundee Corporation	$ (697)	$ (579)	$ (1,399)	$ (1,100)	$ (2,096)	$ (1,679)
Non-controlling interest	(2)	(2)	-	-	(2)	(2)
Net loss before taxes, Dundee 360 Real Estate Corporation	**$ (699)**	**$ (581)**	**$ (1,399)**	**$ (1,100)**	**$ (2,098)**	**$ (1,681)**

Continuing Operations
During the three months ended March 31, 2019, Dundee 360 earned revenues of $0.4 million from its continuing operations which is comparable to revenues generated in the same period of prior year and incurred a net loss from its continuing operations of $0.7 million, compared with a net loss of $0.6 million incurred in the same period of prior year.

Subsequent to March 31, 2019, Dundee 360 sold all the issued and outstanding shares of a subsidiary that owns the underlying property under development in Cavtat, Croatia for gross proceeds of €1.5 million. Dundee 360 is currently planning the liquidation of its remaining subsidiaries in Croatia and Malta.

A more comprehensive description of each of Dundee 360's current projects is provided on pages 25 and 26 of the MD&A accompanying the 2018 Audited Consolidated Financial Statements.

Discontinued Operations
Dundee 360 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.

At March 31, 2019, Sotheby's total agent count increased to 541 individuals, compared with 525 individuals at the beginning of the year, for a net increase of 16 agents. During the three months ended March 31, 2019, these agents registered sales of over $809 million in residential real estate, compared to $900 million of sales registered in the prior year. Gross commission revenues for the listing, marketing and selling of real estate assets were $16.5 million, compared to $16.8 million earned in the same period of the prior year. As described above, the variance in gross commission revenues is the result of various external factors that have caused several of the major markets to slowdown, especially in British Colombia and Alberta. Commissions paid to associated brokers and agents in respect of this revenue stream were $14.9 million (2018 – $15.1 million), providing Sotheby's with a contribution margin of $1.6 million or 9.7% (2018 – $1.7 million or 10.1%). The marginal decrease in contribution margin percentage results from an increase in higher producing agents who earn larger commissions splits.

In addition to commission revenues, this division earned $1.5 million (2018 – $1.5 million) of other revenue from its network of brokers and agents for the provision of services, including marketing, administrative and support services. Other revenue also includes Luxury Premium Awards earned for achieving certain gross commission income targets.

CHANGES IN FINANCIAL CONDITION
During the three months ended March 31, 2019, the Corporation advanced $0.1 million to Dundee 360 to supplement working capital requirements. At March 31, 2019, Dundee 360 had cash and receivables of $6.4 million and its liabilities, other than amounts due to Dundee Corporation, were $3.4 million from its continuing operations. In addition, Dundee 360 had cash and receivables of $5.0 million and liabilities of $16.4 million from its discontinued operations. Dundee 360 is currently implementing strategies to monetize various international real estate development interests and to complete the sale of Sotheby's in order to meet its liabilities. Without the financial support of the Corporation, there can be no assurance that Dundee 360 will have access to the necessary funding to carry out its current business plan.

DUNDEE ENERGY LIMITED

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

Recent Developments

Dundee Energy's southern Ontario operations were previously conducted through DELP, a former wholly-owned subsidiary. A volatile commodity price environment had eroded DELP's borrowing capacity. On November 16, 2018, DELP completed the sale of substantially all of its properties pursuant to an order of the Ontario Superior Court of Justice. DELP received total consideration of $27.0 million and recognized a loss of $18.8 million on the sale transaction. Consequently, Dundee Energy lost the ability to make substantive decisions over relevant activities concerning the remaining assets of DELP. Dundee Energy determined that it effectively lost control of DELP's operations, as a result, the associated assets and liabilities of DELP were subsequently deconsolidated, resulting in a gain from deconsolidation of subsidiary of $30.8 million recorded in the fourth quarter of 2018.

Following the loss of control of DELP in November 2018, on March 27, 2019, Dundee Energy announced that it and certain of its subsidiaries had filed an assignment for the benefit of creditors under the *Bankruptcy and Insolvency Act*. In bankruptcy, the property of Dundee Energy vested in the trustee, following which the Corporation lost control of Dundee Energy and the associated net assets were subsequently deconsolidated, resulting in a $4.4 million loss recorded in the March 2019 Interim Consolidated Financial Statements as "*Net income (loss) from investments*". Included in $4.4 million loss, there was a $5.3 million foreign exchange currency loss from Dundee Energy's equity accounted investment was previously recorded as other comprehensive loss to net earnings during the three months ended March 31, 2019.

RESULTS OF OPERATIONS

Prior to loss of control, Dundee Energy incurred a loss before income taxes of $0.2 million from its continuing operations during the three months ended March 31, 2019, compared with earnings of $0.7 million recognized in the same period of the prior year. Included in 2018 earnings was a $0.9 million reversal of a previously legal expense accrual.

In addition, Dundee Energy recognized a loss of $1.6 million from DELP's operations during the three months ended March 31, 2018.

	Continuing Operations		Discontinued Operations		Total	
For the three months ended March 31,	2019	2018	2019	2018	2019	2018
Revenues						
Oil and gas sales	$ -	$ -	$ -	$ 5,578	$ -	$ 5,578
Interest and dividends	-	-	-	27	-	27
	-	-	-	5,605	-	5,605
Cost of sales						
Production expenditures	-	-	-	(2,296)	-	(2,296)
Other items in net (loss) earnings before taxes						
Depreciation and depletion	-	-	-	(2,081)	-	(2,081)
General and administrative	(197)	753	-	(1,655)	(197)	(902)
Interest expense	-	-	-	(1,368)	-	(1,368)
Foreign exchange (loss) gain	-	(47)	-	181	-	134
Net (loss) earnings before taxes, Dundee Energy Limited	**$ (197)**	**$ 706**	**$ -**	**$ (1,614)**	**$ (197)**	**$ (908)**
Net (loss) earnings before taxes, Dundee Energy Limited attributable to:						
Owners of Dundee Corporation	$ (114)	$ 288	$ -	$ (935)	$ (114)	$ (647)
Non-controlling interest	(83)	418	-	(679)	(83)	(261)
Net (loss) earnings before taxes, Dundee Energy Limited	**$ (197)**	**$ 706**	**$ -**	**$ (1,614)**	**$ (197)**	**$ (908)**

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.

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

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. On February 1, 2019, Panoro announced the renewal of the Sfax Permit for an additional three-year period extending to December 8, 2021, subject to the precondition of fulfilling the outstanding drilling obligation.

Recent Developments

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

RESULTS OF OPERATIONS

During the first three months of 2019, Eurogas incurred a loss before income taxes of $0.1 million, compared with a loss before income taxes of $0.2 million incurred in the same period of the prior year. The reduction of period-over-period operating loss was mainly due to diminished business activities in the current year.

For the three months ended March 31,		2019		2018
Other items in net loss before taxes				
General and administrative	$	(38)	$	(88)
Interest expense		(72)		(60)
Foreign exchange gain (loss)		15		(16)
Net loss before taxes, Eurogas International Inc.	**$**	**(95)**	**$**	**(164)**
Net loss before taxes, Eurogas International Inc. attributable to:				
Owners of Dundee Corporation	$	(51)	$	(88)
Non-controlling interest		(44)		(76)
Net loss before taxes, Eurogas International Inc.	**$**	**(95)**	**$**	**(164)**

CHANGES IN FINANCIAL CONDITION

Dundee Corporation has provided Eurogas with a $5.0 million revolving term credit facility, pursuant to which Eurogas has agreed to pay interest at a rate per annum equal to the prime lending rate for loans as set out by a Canadian Schedule I Chartered Bank, plus 1.25%. At March 31, 2019, Eurogas had drawn $5.7 million against this facility, including a net amount of $0.1 million advanced by Dundee Corporation during the first three months of 2019. Although Eurogas has exceeded amounts available pursuant to these arrangements, Dundee Corporation has not demanded payment.

In addition, Eurogas has issued preference shares from treasury with a par value of $32.2 million. Prior to Dundee Energy's filing of bankruptcy on March 27, 2019, the preference shares were held by Dundee Energy, and were subject to demand by Dundee Energy at any time, together with unpaid dividends thereon amounting to $13.7 million at March 31, 2019. Following the filing of bankruptcy, all of Dundee Energy's property, including the preference shares, vested in the trustee by operation of law, making the trustee the beneficial owner of Dundee Energy's property. At March 31, 2019 and May 10, 2019, the trustee had not exercised its right to redeem the preference shares, demand payment of the associated cumulative dividends outstanding, or exercise its entitlement to elect a majority of the members of the Board of Directors of Eurogas.

DUNDEE SECURITIES LTD.

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

Dundee Securities incurred a net loss before taxes of $1.8 million during the three months ended March 31, 2018.

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

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. The Corporation assesses the resulting carrying value every period for possible impairment by comparing its equity accounted carrying value to the Corporation's determination of the estimated recoverable amount of its investment. If the carrying value of an equity accounted investment exceeds its estimated recoverable amount, the investment's carrying value is reduced to the expected recoverable amount, and an impairment loss is recognized.

Equity Accounted Investments at March 31, 2019

At March 31, 2019, the aggregate carrying value of the Corporation's investments that are accounted for using the equity method was $28.8 million (December 31, 2018 – $44.1 million). In addition, the Corporation accounts for its investments in real estate joint ventures on an equity basis. These investments had a carrying value of $5.3 million at March 31, 2019 (December 31, 2018 – $5.5 million).

As at			March 31, 2019		December 31, 2018
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					
	0832912 B.C. Unlimited Liability Company (i)	50%	-	50%	-
	Android Industries, LLC	20%	21,744	20%	23,048
	Cambridge Medical Funding Group II, LLC	50%	-	50%	-
	Cambridge Medical Capital Services LLC	50%	-	50%	-
	Dundee Acquisition Ltd.	98%	243	98%	243
	Dundee Sarea Acquisition I Limited Partnership	34%	6,129	34%	5,582
	Dundee Sarea Limited Partnership	21%	-	21%	-
	Dundee Securities Europe Limited	20%	650	20%	687
	Union Group International Holdings Limited	-	-	40%	14,500
			28,766		44,060
Real estate joint ventures			5,290		5,520
			$ 34,056		**$ 49,580**

(i) The Corporation holds a 50% interest in 0832912 BC Unlimited Liability Company which holds a 71% interest in the Parq Vancouver Limited Partnership, a casino and resort facility located in Vancouver, British Columbia. The Corporation has 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, 2019
Carrying value of equity accounted investments, beginning of period	$ 44,060
Transactions during the period ended March 31, 2019	
Disposition of equity accounted investments	(14,500)
Share of loss from equity accounted investments	(302)
Share of other comprehensive income from equity accounted investments	(489)
Other	(3)
Carrying value of equity accounted investments, end of period	**$ 28,766**

* *Excluding changes in real estate joint ventures.*

Earnings and Losses from Equity Accounted Investments

For the three months ended March 31,			2019			2018
	Equity Earnings (Losses)	Dilution Gains (Loss)	Total	Equity Earnings (Losses)	Dilution Gains (Loss)	Total
0832912 B.C. Unlimited Liability Company	$ -	$ -	$ -	$ (13,770)	$ -	$ (13,770)
Android Industries, LLC	(815)	3	(812)	(386)	-	(386)
Dundee Acquisition Ltd.	-	-	-	1	-	1
Dundee Sarea Acquisition I Limited Partnership	547	-	547	790	-	790
Dundee Sarea Limited Partnership	-	-	-	(60)	-	(60)
Dundee Securities Europe Limited	(37)	-	(37)	-	-	-
Union Group International Holdings Limited	-	-	-	3,266	-	3,266
	(305)	3	(302)	(10,159)	-	(10,159)
Real estate joint ventures	(206)	-	(206)	(108)	-	(108)
	$ (511)	**$ 3**	**$ (508)**	**$ (10,267)**	**$ -**	**$ (10,267)**

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 27 through 31 of the MD&A accompanying the 2018 Audited Consolidated Financial Statements.

0832912 B.C. Unlimited Liability Company ("B.C. Holdings")

B.C. Holdings is a joint venture and was originally established between the Corporation and Paragon Gaming Inc. ("Paragon Gaming"), a Las Vegas-based casino resort developer and operator. B.C. Holdings holds an indirect 70.86% interest in Parq Holdings Limited Partnership (of which the Corporation's share is 35.43%), a partnership established for the purpose of developing a Vancouver-based destination resort ("Parq Vancouver"). The Corporation holds an additional 1.30% indirect interest in Parq Holdings Limited Partnership. Parq Vancouver houses a world-class casino resort, the only casino in the downtown Vancouver core, with 600 slot machines and 75 gaming tables. Located immediately adjacent to the B.C. Place Stadium, Parq Vancouver also includes two Marriott-branded luxury hotels with 517 rooms, a 60,000 square foot conference centre, a spa, five restaurants, three lounges, and a parking facility with 1,069 spaces.

On February 1, 2019, Paragon Gaming announced that it sold its ownership in Parq Vancouver to PBC Group ("PBC"), an existing co-venturer in the resort project, for an undisclosed amount. With the purchase, PBC's share of ownership increased to 63.27% from 27.84% at the end of December 2018.

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

During the first three months of 2019, the Corporation did not report a loss from its investment in Parq Vancouver (2018 – $13.8 million) as the carrying value in B.C. Holdings is $nil.

Summary of operating results of Parq Vancouver during the first three months of 2019 and 2018 are as follows:

(in millions of dollars)

Source of revenue and other items in net earnings or loss	*For the three months ended March 31, 2019*	*March 31, 2018*
Resort operations:		
Revenue	$ 38.2	$ 38.6
Expenses	(36.7)	(36.9)
Operating gain before amortization	1.5	1.7
Amortization	(7.7)	(8.7)
Deferred taxes	0.9	(0.9)
Interest expense	(31.4)	(23.0)
Foreign exchange gain (loss)	11.9	(14.9)
(Loss) gain from fair value changes in derivative instruments	(4.0)	8.3
Gain on termination of derivative instruments	1.4	-
Net loss	**$ (27.4)**	**$ (37.5)**

Parq Vancouver incurred a net loss of $27.4 million during the first quarter of 2019 (2018 – $37.5 million). During the same period of the current year, the operating gain was $1.5 million (2018 – $1.7 million). Included in the current period net loss is amortization of $7.7 million (2018 – $8.7 million).

Interest expense on debt and preferred units, including accretion and financing expenses, was $31.4 million during the first quarter of 2019 (2018 – $23.0 million).

Included in the net loss for the first quarter of 2019 are changes in foreign exchange and fair value of derivative instruments, both of which are associated with Parq Vancouver's US dollar denominated project financing arrangement for the development of the project. During the first quarter of 2019, Parq Vancouver recognized a foreign exchange gain of $11.9 million (2018 – loss of $14.9 million). Fair value changes in derivative instruments resulted in a loss of $4.0 million during the first three months of 2019 (2018 – gain of $8.3 million). The derivative instruments were terminated during the three months ended March 31, 2019, resulting in a gain of $1.4 million (2018 – $nil).

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. The Corporation provided an additional $15.5 million in the form of a 20% convertible promissory note during the second quarter of 2018. The Corporation recognized a change in unrealized loss of $5.5 million to the fair value of the promissory note resulting from changes to the estimated long-term forecast of Parq Vancouver at the end of December 2018.

The maturity date of the convertible promissory note was extended to January 1, 2019, and shall be automatically extended thereafter in 30-day increments. On or after the maturity date, the Corporation may elect to convert all of the amounts outstanding, including interest thereon, into Class G limited partnership units of Parq Equity Limited Partnership ("Class G Units"), at a conversion price of $1.0772 per Class G Unit. During 2018, an industry investor funded an additional $35.0 million into the project in the form of promissory notes.

Capitalization of Parq Vancouver

		Amount			Invested by Dundee Corporation
First Lien Term Loan	$	371,890	37%	$	-
Second Lien Term Loan		198,238	19%		-
Promissory Notes		50,500	5%		15,500
TOTAL DEBT	$	620,628	61%	$	15,500
Class C Convertible Preferred	$	84,251	8%	$	40,683
Class D Convertible Preferred		5,922	1%		2,467
Class E Convertible Preferred		10,000	1%		5,000
Class F Convertible Preferred		39,411	4%		23,411
TOTAL CONVERTIBLE PREFERRED	$	139,584	14%	$	71,561
Market Capitalization					
Class A	$	256,495	25%	$	54,825
TOTAL COMMON EQUITY	$	256,495	25%	$	54,825
TOTAL PROJECT CAPITALIZATION	$	1,016,707	100%	$	141,886

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. As at March 31, 2019, on a fully converted basis, the Corporation held a 46.0% interest in Parq Vancouver, while PBC owned a 54.0% 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. On May 10, 2019, the Corporation announced that Parq Vancouver successfully completed the refinancing of its capital structure. The transaction included the refinancing of the first lien and second lien loans with a fixed rate long-term financing structure, thereby significantly reducing the interest payments and covenant requirements. In conjunction with the refinancing, the Corporation and PBC welcomed a new equity partner, the same industry investor mentioned above, which has acquired a stake in Parq Holdings Limited Partnership. Parq Vancouver may require additional injections of cash from its equity partners in order to fund debt-service charges. There can be no assurance that the Corporation and its equity partners will have access to the necessary capital to fund any shortfalls. The Corporation continues to carefully monitor its investment in Parq Vancouver.

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 a significant number of new and strategic multi-year manufacturing contracts. The contracts and production are being deployed at several of Android's existing and new production facilities. The capital requirements associated with these new contracts has been significant. New capital was arranged to help fund the contractual commitments and the vast majority of it was deployed in 2017 and 2018. Further capital will be deployed in 2019 and beyond but it is Android's hope that further deployment is facilitated from cash flow from operations. It continues to be Android's expectation that the new contracts and better customer alignment will result in additional value-added growth opportunities as well as higher levels of sales and earnings during the next few years.

During the three months ended March 31, 2019, the Corporation reported a loss of $0.8 million (2018 – $0.4 million) as its share of losses from its investment in Android.

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

Dundee Sarea Fund was created to use the capital advanced by its limited partners to invest in companies requiring turn-around expertise in North America and Europe, with a focus on manufacturing, distribution, industrial products, agriculture, oil & gas and forestry-related industries. The Corporation currently holds a 34% interest in this venture with a fully funded capital commitment of $20.9 million.

At March 31, 2019, Dundee Sarea Fund's sole investment consisted of a 91% ownership in Redecam Group S.p.A. ("Redecam"). Based in Milan, Italy, Redecam designs, manufactures and installs highly engineered air pollution control solutions helping customers all over the globe meet their air emission reduction targets rapidly and cost-effectively. Over the past 30 years, Redecam has designed, manufactured, installed and commissioned new market-leading industrial air filtration and flue gas treatment systems that consistently outperform and outlast the competition. Over its history, it has completed over 2,000 projects in more than 85 countries and on every continent. They also specialize in customized retrofit, transformation and upgrade solutions, which use clients' existing equipment's casing and parts and offer them a cost-effective, high performance solution with a quick turnaround.

In 2018, Dundee Sarea Fund entered into an exclusive financial advisory agreement with an investment banking firm to provide strategic financial advisory services and other investment banking services to help improve the strategic outlook and liquidity of Redecam. These strategic initiatives continued through the first quarter of 2019 and have included discussions with numerous parties. There is, however, no assurance that any of the initiatives will be successfully concluded.

During the first quarter of 2019, the Corporation's share of earnings from its investment in Dundee Sarea Fund was $0.5 million (2018 – $0.8 million).

Dundee Securities Europe Limited ("DUK")

In connection with the sale of 80% of the business of DUK on April 1, 2018, the Corporation retained 1,968,000 class A voting shares and 450,000 class B 10% non-cumulative preference shares of DUK, which represented a 20% voting interest in DUK. The Corporation determined that it still has significant influence over the investment and accordingly, this investment is accounted for using the equity method.

During the first quarter of 2019, the Corporation reported a loss of $37,000 from its share of losses from its investment in DUK (2018 – $nil).

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. In January 2019, the Corporation completed the sale of all of its 40% interest in Union Group for proceeds of $14.5 million. The carrying value of Union Group at December 31, 2018 reflected the sale proceeds received in the current year. In addition, the Corporation transferred a $1.8 million foreign exchange currency loss, net of income taxes of $0.5 million, previously recorded as other comprehensive loss to net earnings during the three months ended March 31, 2019.

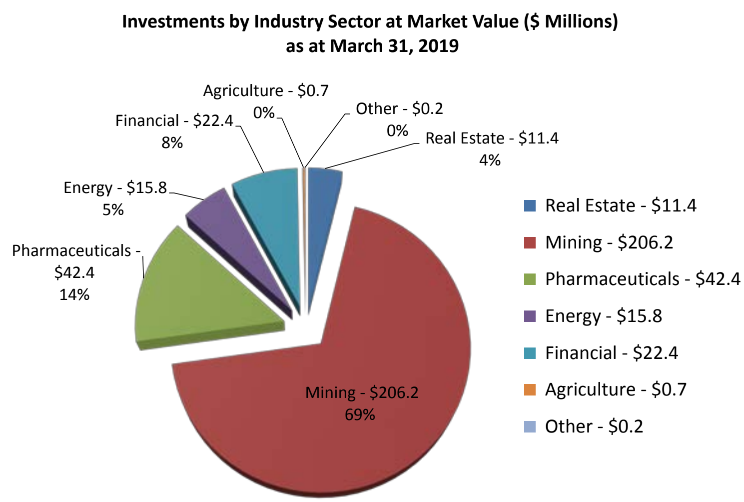
OTHER PORTFOLIO INVESTMENTS

Portfolio of Investments at March 31, 2019

	Ticker Symbol	(000's) # of Shares Held	Per Share Price		Market Value as at March 31, 2019
Publicly Traded Securities					
Dundee Precious Metals Inc.	DPM	36,381.6	$4.41	$	160,443
eCobalt Solutions Inc.	ECS	16,769.6	$0.34		5,618
Others					33,994
					200,055
Private Investments (note 1)					
TauRx Pharmaceuticals Ltd.					42,371
Red Leaf Resources Inc.					14,602
Others					10,860
					67,833
Debt Securities					
Debt Securities Owing from Public Enterprises (note 1)					6,426
Debt Securities Owing from Private Enterprises (note 1)					24,065
					30,491
Warrants and Options (note 1)					
Warrants or options on shares of publicly listed enterprises					677
					677
TOTAL – PORTFOLIO INVESTMENTS				**$**	**299,056**

1. These investments are not traded on a prescribed exchange, therefore, market values of these investments were determined by application of valuation methodologies appropriate for such investments (see note 25 to the 2018 Audited Consolidated Financial Statements for further information on valuation methodologies applied for such investments).

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



At March 31, 2019, the estimated market value of the Corporation's portfolio of investments carried at FVTPL was $299.1 million, an increase of $29.0 million from an estimated market value of these investments of $270.1 million at December 31, 2018.

		For the three months ended March 31, 2019
Market value of portfolio investments, beginning of period	$	270,144
Transactions during the period ended March 31, 2019		
New investments		6,084
Proceeds from sales of investments		(7,300)
Changes in market values		
Dundee Precious Metals Inc.		30,197
eCobalt Solutions Inc.		(3,605)
Others		3,536
Market value of portfolio investments, end of period	**$**	**299,056**

During the three months ended March 31, 2019, the Corporation generated proceeds of $7.3 million from the sale of various investments which were deemed to be non-strategic to its ongoing business strategy.

Proceeds generated from the sale of investments in the following sectors:		*For the three months ended March 31, 2019*
Publicly Traded Securities		
Mining	$	2,600
Private Investments		
Financial		4,645
Real estate		55
Total Proceeds Generated	**$**	**7,300**

Changes in market values of portfolio investments during the first quarter of 2019 resulted in an increase in the value of the Corporation's portfolio of investments at FVTPL of $30.1 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 interest 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 second quarter of 2019, Canada and Serbia, and its 10% interest in Sabina Gold & Silver Corp.

During the first quarter of 2019, Dundee Precious produced gold on an all-in sustaining cost basis of US$817 per ounce, on a consolidated basis. Gold production during the first quarter of 2019 decreased by 25% to 43,034 ounces, and copper production decreased by 13% to 8.0 million pounds compared with the corresponding period in 2018. The decrease in gold and copper production was due primarily to lower grades at Chelopech, as expected, and are in line with its 2019 mine plan. The Tsumeb smelter achieved total complex concentrate smelted of 62,822 tonnes during the first quarter of 2019, which was 16% higher than the corresponding period in 2018 due primarily to strong performance and a steady state of operations at Tsumeb.

Dundee Precious is reporting that construction of the Krumovgrad gold project was substantially completed at March 31, 2019 and first concentrate production was achieved in March with commercial production expected in the second quarter of 2019.

At March 31, 2019, Dundee Precious had cash resources of US$248 million, including undrawn capacity under its revolving credit facility. Dundee Precious reported total revenues of US$85.3 million during the first quarter of 2019, and it reported a net loss attributable to its common shareholders of US$1.5 million.

Dundee Corporation holds 36.4 million common shares of Dundee Precious with a market value of $160.4 million at March 31, 2019.

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.

On January 7, 2019, eCobalt provided an update on the status of its Optimized Feasibility Study ("OFS") originally slated for release in the second half of 2018. Following an extensive internal review, the Company announced plans to increase the targeted production rate at its ICP to 1,200 tonnes per day ("tpd") from 800 tpd. The new targeted production rate increases through-put by 50%, thereby enhancing project economics and resilience to lower cobalt prices. Work required over the next several months to complete the feasibility study with the new targeted production rate includes adjusting the mining sequence, schedule and costing for the new parameters and completing the engineering to expand the mill to 1,200 tpd. eCobalt will continue working with Micon International Limited to finalize the feasibility for the revised 1,200 tpd mine plan.

On February 20, 2019, eCobalt announced that in response to weak cobalt market conditions which has seen cobalt prices fall more than 50% since mid-2018, it is imposing cost control measures throughout the organization to preserve its treasury while it focuses on critical path items needed to bring its Idaho Cobalt project into production. These critical path items include securing offtake and finalizing the new feasibility study for the previously announced 1,200 tpd mine plan.

On April 1, 2019, eCobalt and Jervois Mining Limited ("Jervois"), an Australian listed mining and exploration company, announced they entered into an arrangement agreement pursuant to which the companies will combine. Under the planned arrangement, each common share of eCobalt will be exchanged for 1.65 common shares of Jervois. At the time of the announcement, this represented an implied offer price of $0.36 per eCobalt share based on the closing price of Jervois' common shares on the Australian Stock Exchange on March 29, 2019. A wholly-owned subsidiary of the Corporation has agreed to subscribe for approximately 6.3 million units for aggregate gross proceeds to eCobalt of approximately $2.0 million, each unit comprised of one common share of eCobalt and one common share purchase warrant.

The proposed transaction will result in the issue of approximately 262.4 million Jervois common shares and, if all eCobalt options and warrants were to be exercised, a further 47.0 million Jervois common shares.

The arrangement will be subject to the approval of at least 66 2/3% of the votes cast by eCobalt shareholders present in person or represented by proxy at a special meeting of eCobalt shareholders expected to take place in the third quarter of 2019.

Additional information regarding eCobalt is available at *www.ecobalt.com*. At March 31, 2019, the Corporation's investment in eCobalt had a market value of $5.6 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. The headline results for all three studies were negative as LMTX® failed to slow cognitive or functional decline in the total populations of treated subjects. The clinical trials that comprised patients with mild or moderate AD reported a promising sub-group analysis outcome in which patients who received LMTX® as their only AD medication (LMTX® as a monotherapy) demonstrated significant reductions in disease progression as measured both by cognitive and functional test batteries and by MRI imaging of brain atrophy. However, patients that received the drug as an add-on therapy showed no beneficial effects. This necessitated further trials to be conducted with a focus on LMTX® as a monotherapy.

TauRx initiated discussions with 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. In late 2017, TauRx received regulatory approval to undertake a 6-month placebo-controlled study (TRx Study 039 – "Lucidity" study) which encompassed approximately 180 patients with very mild AD and designed with a Flurodeoxyglucose Positron Emission Tomography (FDG-PET) brain imaging biomarker as the primary endpoint.

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.

In September 2018, TauRx announced that it had revised the design of TRx Study 039 in light of guidance issued by the US Food and Drug Administration (FDA) and European Medicines Agency (EMA) in early 2018. The new guidance recognizes the importance of treating early stages of AD and offers a clearer regulatory framework for conducting trials in Early AD. The TRx Study 039 protocol is now designed as a three-arm, 9-month placebo-controlled clinical trial program covering a pool of approximately 375 patients with Early AD (prodromal) to mild AD. The extended and enlarged program is also designed to permit/include a meaningful clinical readout with respect to a composite of individual questions sensitive to Early AD selected from validated cognitive and functional test batteries as a gated co-primary outcome. The 9-month timeframe is the shortest treatment period possible to obtain meaningful clinical readouts and takes into account the fact that the patients are required not to take add-on therapies (cholinesterase inhibitors or memantine) in combination with LMTX®. The FDG-PET brain imaging biomarker remains the primary outcome seeking to confirm the efficacy of LMTX® in the patient pool with 150 subjects receiving 4mg of LMTX® twice a day and 150 subjects receiving the placebo. In addition, a further exploratory arm with 75 subjects was added to see whether a somewhat higher dose of LMTX® (8mg twice a day) provides any additional benefits. TauRx expects its multiple clinical sites would be active under the new protocol up to the second quarter of 2020.

At March 31, 2019, the Corporation held an approximate 4% interest in TauRx. The Corporation has determined that the fair value of its investment at March 31, 2019 was $42.4 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.

Since that time, Red Leaf has been working to develop a reusable capsule architecture which is expected to provide an opportunity to explore a much wider range of process parameters utilizing the preferred direct heating downflow embodiment. Specifically, it is expected that higher heating rates, shorter process cycle times, and different processing atmospheres are more feasible with this architecture than with previously investigated single-use earthen capsules. Several of Red Leaf's laboratory experimental retort systems were modified to allow exploration of this new freedom in operating parameters and are operational. Initial results indicate that it will likely be possible to produce much higher oil yields (on the order of a 20% increase in produced oil) from the same amount of oil shale, with higher oil density but still high-quality oil, as compared to expectations from the original Generation 1 design. All critical environmental and construction permits have been filed and engineering studies to design a reusable capsule are scheduled to be completed by mid-2019 after which the company will seek a strategic partner to commercialize the project.

In 2017, a series A preferred stockholder commenced legal action against Red Leaf. The lawsuit is in the discovery phase with the trial anticipated to commence no earlier than in the later part of 2019.

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 $14.6 million at March 31, 2019. Additional information regarding Red Leaf may be accessed at www.redleafinc.com.

$15.0 Million Subordinated Loan Advanced to Eight Capital

At December 31, 2018, the Corporation had advanced $15.0 million in the form of a subordinated loan 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 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 first quarter of 2019, the Corporation received a $1.3 million loan repayment from Eight Capital, reducing the outstanding loan advance to $13.7 million at the end of March 2019.

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 2019, the Corporation reported head office general and administrative expenses (before non-cash stock based compensation) of $4.2 million, slightly higher than $4.0 million general and administrative expenses incurred in the same period of the prior year.

For the three months ended March 31,		2019		2018
Direct compensation	$	1,503	$	2,320
Corporate and professional fees		2,089		467
Other		573		1,166
		4,165		3,953
Stock based compensation arrangements		729		2,285
	$	**4,894**	**$**	**6,238**

Stock based compensation added a further $0.7 million (2018 – $2.3 million) to general and administrative expenses during the first three months of 2019. Certain of the Corporation's share incentive arrangements are considered financial obligations of the Corporation and are marked-to-market in the consolidated financial statements to reflect changes in such underlying financial obligations. The terms of the Corporation's share incentive arrangements are detailed in note 20 to the 2018 Audited Consolidated Financial Statements.

Corporate Interest Expense

Corporate interest expense was $1.6 million during the three months ended March 31, 2019 (2018 – $1.4 million). Included in interest expense during the first three months of 2019 are cash dividends incurred on the Corporation's Preference Shares, series 5 of $1.5 million (2018 – $1.6 million), net of associated amortization amounts of $0.1 million (2018 – $0.3 million).

Income Tax Expense

The Corporation's effective income tax expense rate was 31.4% during the three months ended March 31, 2019 (2018 – effective income tax recovery rate of 19.8%). This effective income tax expense rate differs from the statutory combined federal and provincial tax rate of 26.5% primarily due to operating losses incurred by certain subsidiaries, the benefit of which was not recognized, partially offset by non-taxable revenue related to fair value of Preference Shares, series 5 redemption option.

The Corporation included a tax contingency note in its June 30, 2018 Interim Consolidated Financial Statements in respect of a principal tax filing position that is being disputed by the Canada Revenue Agency. The Corporation has submitted written responses defending its income tax filing position. In the event the Canada Revenue Agency disagrees with the Corporation's filing position, the Corporation has estimated the current income tax provision would increase by approximately $11 million and interest expense by approximately $2 million.

Net Deferred Income Tax Assets

The Corporation's net deferred income tax assets at March 31, 2019 were $20.1 million and represent deferred income tax assets of $55.5 million, offset by deferred income tax liabilities of $35.4 million. This compares to net deferred income tax assets of $26.5 million at December 31, 2018. Net deferred income tax assets decreased as a result of changes in the fair value of the Corporation's investments and the Corporation only recognizing deferred income tax assets which meet the more-likely-than-not criteria. Components of the Corporation's net deferred income tax assets are detailed in note 21 to the March 2019 Interim Consolidated Financial Statements.

The Corporation's aggregate non-capital loss carry forwards at March 31, 2019 were $520.5 million (December 31, 2018 – $528.8 million). In addition, the Corporation's capital loss carry forwards at March 31, 2019 were $239.8 million (December 31, 2018 – $237.3 million). Included in the Corporation's deferred income tax balances is a tax benefit of $47.7 million (December 31, 2018 – $61.2 million) in respect of the non-capital and capital loss carry forwards.

Corporate Debt

	Corporate*	Blue Goose	Dundee 360	Dundee 360**	Total
Balance, December 31, 2018	$ -	$ 53,567	$ 51	$ -	$ 53,618
Transferred to held for sale	-	-	(26)	26	-
Repayments	-	(798)	(5)	(6)	(809)
Other - Convertible debenture accretion expense	-	85	-	-	85
Balance, March 31, 2019	**$ -**	**$ 52,854**	**$ 20**	**$ 20**	**$ 52,894**

* *In addition, the Corporation has issued letters of credit in the amount of $3.6 million that may be drawn under certain circumstances.*

** *Dundee 360's brokerage division.*

On December 24, 2018, the Corporation amended the terms of the credit facility previously established with a Canadian Schedule I Chartered Bank and confined the credit availments to the amount of letters of credit. On February 15, 2019, the maturity date was extended from February 17, 2019 to June 30, 2019.

At March 31, 2019, the Corporation had issued letters of credit in the amount of €2.4 million (Cdn$3.6 million) under the terms of the above-mentioned revolving term credit facility to support certain of its equity accounted investments.

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

Trade Symbol	Series	# of Shares Outstanding	Face Value per Share	Total Face Value	Coupon Rate	Carrying Value
DC.PR.B	Series 2	3,479,385	$25.00	$86,985	5.688% – 5-year fixed rate to Sept 30, 2019	$84,053 equity instrument
DC.PR.D	Series 3	1,720,615	$25.00	$43,015	5.81% – 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, 2019	$82,151 debt instrument

The Preference Shares, series 5 are convertible at the option of the Corporation, into Subordinate Shares at any time prior to June 30, 2019. The Preference Shares, series 5 would be converted on the basis of one Preference Share, series 5 for that number of Subordinate Shares that is equal to the redemption price at the time of the conversion as outlined above, divided by the greater of: (i) $2.00; and (ii) 95% of the weighted average trading price of the Subordinate Shares on the TSX for the 20 consecutive trading days ending on the fourth day prior to the date specified for conversion, if such fourth day is not a trading day, the immediately preceding trading day. On March 28, 2019, the Corporation announced its intention to convert all of the outstanding Preference Shares, series 5, plus all accrued and unpaid dividends into Subordinate Shares on May 15, 2019 in accordance with the terms described above. The Corporation expects to issue approximately 42 million Subordinate Shares in connection with the conversion of the 3,294,938 outstanding Preference Shares, series 5.

A full description of the terms of the Corporation's preference shares is provided in note 16 to the 2018 Audited Consolidated Financial Statements.

Common Shares

As at March 31, 2019 and May 10, 2019, there were 57,999,885 Class A subordinate voting shares ("Subordinate Shares") and 3,114,804 Class B common shares outstanding. In addition, at March 31, 2019 and May 10, 2019, 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 on or before June 30, 2019, after which time the warrant will expire.

At March 31, 2019, the Corporation had awarded 995,109 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 486,270 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, 2019, the Corporation had awarded an aggregate of 944,245 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 20 to the Corporation's 2018 Audited Consolidated Financial Statements and are updated in note 19 to the March 2019 Interim Consolidated Financial Statements.

CONSOLIDATED LIQUIDITY AND CAPITAL RESOURCES

On a consolidated basis, the Corporation reported cash of $48.9 million at March 31, 2019, excluding cash of $3.3 million that was attributed to discontinued operations and classified as held-for-sale. This compares with cash of $52.8 million at December 31, 2018. The following table illustrates the Corporation's consolidated cash flow on a segmented basis, including net cash flow movements between Dundee Corporation and each of its operating segments.

For the three months ended March 31, 2019	Opening Cash	Operating Activities	Investing Activities	Financing Activities	Intersegment	Closing Cash
Corporate and other portfolio holdings	$ 38,386	$ (8,296)	$ 15,696	$ (2,556)	$ (4,579)	$ 38,651
Asset management and capital markets						
Goodman & Company, Investment Counsel Inc.	4,168	(1,188)	(131)	(22)	1,308	4,135
Resource industry						
United Hydrocarbon International Corp.	5,006	(238)	-	-	-	4,768
Dundee Sustainable Technologies Inc.	116	(523)	-	(55)	764	302
Dundee Energy Limited	112	(189)	(37)	-	114	-
Eurogas International Inc.	11	(86)	(8)	-	83	-
Agriculture industry						
Blue Goose Capital Corp.	668	(813)	(72)	(1,119)	1,845	509
AgriMarine Holdings Inc.	194	(387)	(92)	(14)	344	45
Real estate industry						
Dundee 360 Real Estate Corporation	4,126	(18)	(9)	(429)	121	3,791
	52,787	(11,738)	15,347	(4,195)	-	52,201
Less: Discontinued operations						
Dundee 360 Real Estate Corporation's						
brokerage division	(3,495)	(115)	25	313	-	(3,272)
	$ 49,292	**$ (11,853)**	**$ 15,372**	**$ (3,882)**	**$ -**	**$ 48,929**

Included in the Corporation's consolidated cash balance is $4.1 million of cash used in the operating businesses of the Corporation's wealth management subsidiaries. These subsidiaries function in regulated environments and are therefore required to maintain levels of capital in liquid assets, in accordance with such regulatory requirements. The ability to transfer cash resources out of these regulated subsidiaries may be limited by their requirement to comply with regulatory capital requirements. At March 31, 2019 and December 31, 2018, 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, 2019 and 2018 is provided as follow:

Significant Cash Flows – Operating Activities

For the three months ended March 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Operating activities:							
Adjusted net earnings or loss*	$ (7,549)	$ (316)	$ (2,340)	$ (364)	$ (1,102)	$ (11,671)	$ (9,908)
Changes in client account balances	-	-	-	-	-	-	319
Changes in agricultural inventory	-	-	1,792	-	(959)	833	(261)
Changes in other working capital amounts	4,681	78	(265)	231	(312)	4,413	(5,957)
Changes in income taxes	(5,428)	-	-	-	-	(5,428)	(3,799)
Cash used in operating activities – Continuing operations	$ (8,296)	$ (238)	$ (813)	$ (133)	$ (2,373)	$ (11,853)	$ (19,606)

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

- During the first three months of 2019, changes in the balances of agricultural inventory resulted in net cash inflows of $0.8 million (2018 – outflows of $0.3 million).

Significant Cash Flows – Investing Activities

For the three months ended March 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Investing activities:							
Net proceeds from dispositions of portfolio investments	$ 1,347	$ -	$ -	$ 17	$ (131)	$ 1,233	$ 25,266
Net proceeds from dispositions of equity accounted investments	14,500	-	-	-	-	14,500	-
Net investment in livestock and other agricultural assets	-	-	(161)	-	-	(161)	(423)
Disbursement of cash in loss of control of subsidiaries	-	-	-	-	(45)	(45)	-
Other investment activities	(151)	-	89	(1)	(92)	(155)	(25)
Cash provided from (used in) investing activities – Continuing operations	$ 15,696	$ -	$ (72)	$ 16	$ (268)	$ 15,372	$ 24,818

- During the three months ended March 31, 2019, there is a $45,000 cash disbursement due to loss of control of certain subsidiaries.

Significant Cash Flows – Financing Activities

For the three months ended March 31,	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2019	2018
Financing activities:							
Change in corporate debt	$ -	$ -	$ (798)	$ (5)	$ -	$ (803)	$ (5,754)
Cash payment on lease liabilities	(703)	-	(447)	(111)	(91)	(1,352)	-
Redemption of Preference Shares, series 5	-	-	-	-	-	-	(7,582)
Dividends paid on Preference Shares, series 2 and series 3	(1,853)	-	-	-	-	(1,853)	(1,764)
Net cash from transactions with non-controlling interests	-	-	126	-	-	126	156
Cash used in financing activities – Continuing operations	$ (2,556)	$ -	$ (1,119)	$ (116)	$ (91)	$ (3,882)	$ (14,944)

- Net amounts repaid against credit facilities available to the Corporation and to its subsidiaries during the first three months of 2019 were $0.8 million (2018 – $5.8 million).
- Cash outflows during the first three months of 2019 include dividends of $1.9 million (2018 – $1.8 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.

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

CONSOLIDATED QUARTERLY BUSINESS TRENDS

	2019	2018				2017		
For the three months ended	31-Mar	31-Dec	30-Sept	30-Jun	31-Mar	31-Dec	30-Sept	30-Jun
Net income (loss) from investments	$ 28,078	$ (16,229)	$ (31,505)	$ (12,323)	$ (6,740)	$ 15,345	$ 15,386	$ (24,831)
Share of earnings (loss) from equity accounted investments	(508)	(9,126)	(6,995)	(38,574)	(10,267)	(58,889)	6,545	108
Other items in net earnings (loss)	(11,489)	(27,137)	(15,107)	(26,469)	(5,345)	(4,738)	26,268	(5,183)
Net earnings (loss) from continuing operations	$ 16,081	$ (52,492)	$ (53,607)	$ (77,366)	$ (22,352)	$ (48,282)	$ 48,199	$ (29,906)
Net earnings (loss) from discontinued operations	(1,216)	2,972	(1,917)	(1,709)	(2,658)	(26,753)	(46,364)	4,503
Net earnings (loss)	$ 14,865	$ (49,520)	$ (55,524)	$ (79,075)	$ (25,010)	$ (75,035)	$ 1,835	$ (25,403)
Attributable to owners of the parent								
Continuing operations	$ 16,067	$ (45,584)	$ (53,235)	$ (76,013)	$ (22,810)	$ (46,249)	$ 42,225	$ (28,776)
Discontinued operations	(1,216)	(820)	(1,065)	(917)	(1,979)	(23,313)	(30,210)	4,251
Attributable to non-controlling interest								
Continuing operations	14	(6,908)	(372)	(1,353)	458	(2,033)	5,974	(1,130)
Discontinued operations	-	3,792	(852)	(792)	(679)	(3,440)	(16,154)	252
	$ 14,865	$ (49,520)	$ (55,524)	$ (79,075)	$ (25,010)	$ (75,035)	$ 1,835	$ (25,403)
Earnings (loss) per share								
Basic								
Continuing operations	$ 0.23	$ (0.78)	$ (0.90)	$ (1.32)	$ (0.42)	$ (0.82)	$ 0.69	$ (0.51)
Discontinued operations	(0.02)	(0.02)	(0.02)	(0.02)	(0.03)	(0.38)	(0.52)	0.06
	$ 0.21	$ (0.80)	$ (0.92)	$ (1.34)	$ (0.45)	$ (1.20)	$ 0.17	$ (0.45)
Diluted								
Continuing operations	$ 0.13	$ (0.78)	$ (0.90)	$ (1.32)	$ (0.42)	$ (0.82)	$ 0.65	$ (0.51)
Discontinued operations	(0.01)	(0.02)	(0.02)	(0.02)	(0.03)	(0.38)	(0.49)	0.06
	$ 0.12	$ (0.80)	$ (0.92)	$ (1.34)	$ (0.45)	$ (1.20)	$ 0.16	$ (0.45)

- During the second quarter of 2018, the Corporation recognized a $38.8 million loss from its equity investment in B.C. Holdings, in which an impairment charge of $22.3 million was recorded to reduce its investment carrying value to $nil.
- During the fourth quarter of 2017 and following the appointment of an interim receiver, Blue Goose 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 Notice of Intention to Make a Proposal 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 poultry processing facility, Blue Goose decreased the carrying value of the contingent consideration by $10.9 million, with a corresponding increase in net earnings. Concurrently, Blue Goose impaired goodwill related to this poultry processing facility by $23.6 million. 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 2019 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 27 to the 2018 Audited Consolidated Financial Statements and under *"Off-Balance Sheet Arrangements"* and *"Commitments and Contingencies"* on pages 51 through 52 in the Corporation's MD&A as at and for the year ended December 31, 2018.

RELATED PARTY TRANSACTIONS

Other than as described in note 27 to the March 2019 Interim Consolidated Financial Statements, there have been no significant changes in the nature and scope of related party transactions to those described in note 28 to the 2018 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 2018 Audited Consolidated Financial Statements. Other than as described in note 2 to the March 2019 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 2018 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, 2019.

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, 2019, 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, 2019 that have materially affected, or are reasonably likely to materially affect the Corporation's internal control over financial reporting. There were no changes identified during their assessment.

MANAGING RISK

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 2018 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 2019 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 10, 2019.

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 10, 2019