



MANAGEMENT'S DISCUSSION AND ANALYSIS
MARCH 31, 2020

DUNDEE CORPORATION

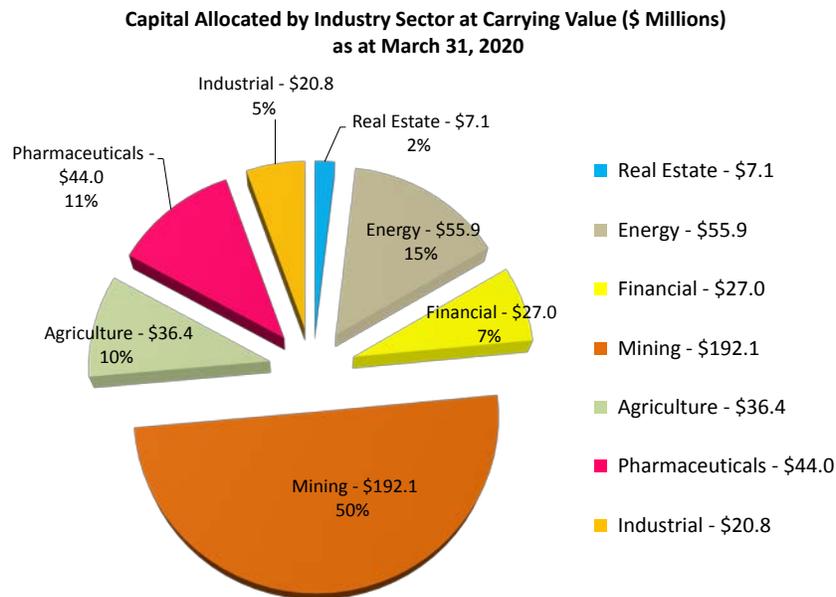
Management’s Discussion and Analysis

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

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

This Management’s Discussion and Analysis (“MD&A”) has been prepared with an effective date of May 11, 2020 and provides an update on matters discussed in, and should be read in conjunction with the Corporation’s audited consolidated financial statements, including the notes thereto, as at and for the year ended December 31, 2019 (the “2019 Audited Consolidated Financial Statements”), 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, 2020 (the “March 2020 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, 2020	Carrying Value December 31, 2019
1	<p>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.</p>	\$ 201,694
2	<p>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.</p>	28,699
3	<p>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.</p>	306,687
4	<p>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.</p>	29,999
	\$ 406,959	\$ 567,079
	Less: Shareholders' equity attributable to holders of:	
	Preference Shares, series 2 (75,026)	(75,026)
	Preference Shares, series 3 (50,473)	(50,473)
	\$ 281,460	\$ 441,580
	Number of Class A Subordinate Shares and Class B Shares of the Corporation outstanding	
	Class A Subordinate Shares 99,977,865	99,977,802
	Class B Shares 3,114,650	3,114,713
	<u>103,092,515</u>	<u>103,092,515</u>
	\$ 2.73	\$ 4.28

* 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 some of these performance measures are not formally recognized by IFRS, the Corporation believes that they are informative and provide further qualitative insight into net earnings and cash flows.

- **“AUM” or “Assets under Management”** represent the period-end value of client assets managed by the Corporation’s asset management subsidiaries on a discretionary basis and in respect of which these subsidiaries earn management fee revenue and, in certain cases, performance fee revenue. AUM are not included in the Corporation’s consolidated statements of financial position.
- **“Contingent Resources”** are those quantities of oil estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingencies may include factors such as economic, legal, environmental, political and regulatory matters, or a lack of markets. It is also appropriate to classify as contingent resources the estimated discovered recoverable quantities associated with a project in the early evaluation stage. Contingent resources are further classified in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their economic status.
- **“Contribution Margin” or “Margin”** is an important measure of earnings in certain business segments and generally represents core revenues less cost of sales. Margin generally excludes general and administrative expenses, interest expense, and income taxes and may also exclude depreciation and depletion of assets not directly associated with the activities of producing or extracting product for sale.
- **“Earnings Before Interest, Taxes, Depreciation and Amortization” or “EBITDA”** is a measure of a company’s operating performance and can be used to analyze and compare profitability between companies and industries.
- **“FVTPL”** means fair value through profit or loss. Certain of the Corporation’s investments in equity and debt securities have been designated as investments at FVTPL. Changes in the fair value of investments designated as investments at FVTPL are reported in net earnings or loss.
- **“Fair Value” or “Market Value”** of an investment is generally determined using quoted market prices on prescribed stock exchanges for investments that are publicly traded. Market value or fair value of an investment that is privately held is determined by reference to valuation methodologies appropriate for the investment.
- **“Prospective Resources”** are defined as those quantities of oil estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development. Prospective resources are further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be sub-classified based on project maturity.
- **“Shareholders’ Equity on a Per Share Basis”** is calculated by dividing the carrying value of the Corporation’s shareholders’ equity by the aggregate number of Subordinate Shares and Class B Shares of the Corporation issued and outstanding as at the date of such calculation.

RESULTS OF OPERATIONS

Three months ended March 31, 2020 compared with three months ended March 31, 2019

Consolidated Net Earnings or Loss

During the first three months of 2020, the Corporation recognized a net loss attributable to owners of the Corporation of \$166.4 million, or a loss of \$1.63 per share. This compares with net earnings attributable to owners of the Corporation of \$14.9 million in the same period of 2019, representing earnings of \$0.21 per share, before the effect of any dilutive securities. The following table summarizes the Corporation's net operating earnings or loss on a per segment basis.

<i>For the three months ended March 31,</i>	2020	2019
Net (loss) earnings before income taxes from continuing operations		
Goodman & Company, Investment Counsel Inc.	\$ (930)	\$ (463)
United Hydrocarbon International Corp.	(117,491)	6,001
Dundee Sustainable Technologies Inc.	(1,151)	(833)
Blue Goose Capital Corp.	(2,707)	(4,100)
AgriMarine Holdings Inc.	(909)	(1,575)
Dundee 360 Real Estate Corporation	(57)	(699)
Dundee Energy Limited	-	(197)
Eurogas International Inc.	-	(95)
	(123,245)	(1,961)
Adjusted for the corporate and other portfolio holdings segment:		
Net (loss) income from investments	(57,975)	28,078
Share of loss from equity accounted investments	(1,111)	(265)
Other items in the corporate and other portfolio holdings segment	(2,688)	(2,406)
Income tax expense	(1,569)	(7,365)
Net (loss) earnings from continuing operations	(186,588)	16,081
Net loss from discontinued operations		
Dundee 360 Real Estate Corporation's brokerage division	-	(1,216)
Net loss from discontinued operations	-	(1,216)
Net (loss) earnings for the period	\$ (186,588)	\$ 14,865
Net (loss) earnings attributable to owners of the parent:		
Owners of the parent		
Continuing operations	\$ (166,358)	\$ 16,067
Discontinued operations	-	(1,216)
	\$ (166,358)	\$ 14,851

Continuing Operations

During the three-month period ended March 31, 2020, the Corporation recognized a net loss from continuing operations attributable to owners of the Corporation of \$166.4 million, or a loss of \$1.63 per share. This compares with \$16.1 million earnings from continuing operations attributable to owners of the Corporation in the same period of 2019, representing earnings of \$0.23 per share, before the effect of any dilutive securities.

Operating results during the first three months of 2020 reflect a \$61.1 million market depreciation (2019 – market appreciation of \$30.1 million) in certain of the Corporation's investments that are carried in the consolidated financial statements at FVTPL. Changes in the fair value of investments carried at FVTPL, which are determined by trends and information in equity and capital markets and are recorded in the Corporation's net earnings or loss, can cause substantial volatility in operating performance. The Corporation cautions that the equity and credit markets do not always necessarily reflect the underlying value of certain assets. During the three months ended March 31, 2019, the Corporation recognized a loss of \$0.8 million from loss of control of certain subsidiaries (see below). This amount was included in "Net (loss) income from investments" in the March 2020 Interim Consolidated Financial Statements. In addition, net (loss) income from investments also includes dividend and interest income distributed from its portfolio investments.

On May 7, 2020, the Corporation announced it had entered into an agreement to sell 23.9 million units (the “Units”) at a price of \$6.35 per Unit for gross proceeds of \$151.8 million. Each Unit consisted of one common share of Dundee Precious Metals Inc. owned by the Corporation and one-half of a common share purchase warrant. The sale transaction is expected to close in May 2020. The cash generated from this sale transaction will improve the Corporation’s liquidity and ongoing efforts to streamline its capital structure, while providing the Corporation with capital to support its strategic focus on the junior mining sector (see “*Other Portfolio Investments – Dundee Precious Metals Inc.*”).

A number of the Corporation’s investments are accounted for using the equity method of accounting, which requires that the Corporation increase or decrease the carrying value of its investment by its proportionate share of the net earnings or loss of the underlying investee. This method of accounting further subjects the Corporation to significant volatility in its operating performance as the underlying net earnings or loss of the equity accounted investee may be subject to market forces or other events over which the Corporation does not exert control. During the first three months of 2020, the Corporation’s corporate and other portfolio holding segment recognized a loss from its equity accounted investments, excluding real estate joint ventures, of \$1.1 million (2019 – \$0.3 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”) AUM decreased from \$45.5 million at the end of December 2019 to \$36.8 million at the end of March 2020. During the first three months of 2020, GCIC raised capital of \$15.4 million from launching a new tax-sheltered limited partnership, *CMP 2020 Resource Limited Partnership*. During the three months ended March 31, 2020, this segment reported a pre-tax operating loss of \$0.9 million, compared with a \$0.5 million pre-tax loss incurred in the same period of the prior year.
- The Corporation’s 84% owned subsidiary, United Hydrocarbon International Corp. (“UHIC”), reported a pre-tax loss of \$117.5 million (2019 – earnings of \$6.0 million) for the first three months of 2020, essentially all of which relates to the depreciation in the fair value change of the royalty interest and its associated contingent bonus payments. With the COVID-19 pandemic in early 2020 in conjunction with the collapse of the OPEC+ alliance, UHIC increased the discount rates and lowered the success probabilities along with the long-term oil price forecasts in determining the fair value of its royalty interest and associated contingent consideration. As a result, UHIC recorded a \$117.3 million fair value loss (2019 – gain of \$6.3 million) during the three months ended March 31, 2020, which is included in the March 2020 Interim Consolidated Financial Statements as “*Remeasurement of financial instruments*”.
- Dundee Sustainable Technologies Inc. (“Dundee Technologies”) incurred a pre-tax operating loss of \$1.2 million (2019 – \$0.8 million) during the first three months of 2020. Due to the outbreak of COVID-19, Dundee Technologies’ Thetford site has been temporarily closed as a result of measures taken by the Quebec provincial government on March 23, 2020. Dundee Technologies continues to expand the provision of technical services in the mining industry to evaluate processing alternatives using its state of the art metallurgy plant and skilled technical team. Dundee Technologies expects the primary driver in the coming years will be the GlassLock Process™, a patented process for the sequestration and stabilization of the arsenic often associated with copper, gold, silver or polymetallic deposits.
- Blue Goose Capital Corp. (“Blue Goose”) incurred a pre-tax loss of \$2.7 million during the first quarter of 2020 (2019 – \$4.1 million). The decrease in net loss was attributable to lower production costs in the beef division in the current quarter compared to the same period of the prior year. In addition, the pre-tax net loss for the prior year included an operating loss of \$0.9 million incurred by its fish operation which Blue Goose exited in December 2019.
- 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 2020, AgriMarine reported a pre-tax operating loss of \$0.9 million (2019 – \$1.6 million).

- During the first three months of 2020, Dundee 360 Real Estate Corporation (“Dundee 360”) incurred a pre-tax loss of \$57,000 (2019 – \$0.7 million) from its continuing operations. Operating results of Dundee 360’s real estate brokerage division were classified as “*Discontinued operations*” following the sale commitment of this division made in the first quarter of 2019. During the three months ended March 31, 2019, the Corporation incurred a pre-tax loss of \$1.4 million from its discontinued operations.
- On March 27, 2019, Dundee Energy Limited (“Dundee Energy”) announced that Dundee Energy and certain of its subsidiaries filed an assignment for the benefit of creditors under the *Bankruptcy and Insolvency Act*. Following the filing for bankruptcy, the Corporation determined it lost control of Dundee Energy and recognized a loss of \$4.4 million from loss of control during the three months ended March 31, 2019. This amount was included in the consolidated financial statements as “*Net (loss) income 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 during the three months ended March 31, 2019. This amount was included in the consolidated financial statements as “*Net (loss) income from investments*”. Following the loss of control, the Corporation classified its interest in Eurogas as an investment at FVTPL.

OPERATING SUBSIDIARIES AS AT MARCH 31, 2020

		(000's)				Non-Controlling Interests	Carrying Value
	Ticker Symbol	# of Shares Held	Market Price/Share	Percentage Ownership	Net Assets (note 1)	(note 2)	as at March 31, 2020
Subsidiaries That Are Not Publicly Listed							
				84%	\$ 65,461	\$ (10,754)	\$ 54,707
				89%	22,274	2,257	24,531
				100%	11,849	-	11,849
				100%	3,583	-	3,583
				100%	6,443	44	6,487
Subsidiaries That Are Publicly Listed							
	DST	11,403.4	\$0.25	62%	487	8,788	9,275
TOTAL – OPERATING SUBSIDIARIES							\$ 110,432

1. See note 26 “*Segmented Information*” to the March 2020 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 15 “*Non-Controlling Interest*” to the March 2020 Interim Consolidated Financial Statements for information regarding the carrying value of non-controlling interest in each subsidiary.

3. GCIC’s net assets exclude DGIM’s \$1.0 million equity investment in DUK.

Segmented Results of Operations

The following discussion provides a more comprehensive analysis of the performance results of each of the Corporation’s operating subsidiaries and their impact to the consolidated operating results of the Corporation. The following information is presented in a manner that corresponds to the Corporation’s reportable business segments as presented in note 26 to the March 2020 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. Dundee Goodman Merchant Partners (“DGMP”), a division of GCIC, arranges financing and provides advisory services to its clients, primarily in the resource sector.

Assets Under Management

<i>For the period ended March 31, 2020</i>		
AUM at beginning of the period	\$	45,464
Transactions during the period ended March 31, 2020		
Additions		15,393
Redemptions		(9,866)
Change in market values		(14,168)
Net change in managed assets		(8,641)
AUM at end of the period	\$	36,823
AUM Breakdown		
Tax-sheltered investment products	\$	25,920
Mutual funds		10,843
Alternative investment products		60
	\$	36,823

Additions during the first three months of 2020 were \$15.4 million, resulting from the successful launch of GCIC's most recent tax-sheltered limited partnership, *CMP 2020 Resource Limited Partnership*.

Redemptions during the first three months of 2020 were \$9.9 million, the majority of which related to redemptions in *Dundee Global Resource Class*, an open-end mutual fund, following the rollover of the assets of the Corporation's 2018 tax-sheltered investment vehicle, *CMP 2018 Resource Limited Partnership*.

Market depreciation during the three months ended March 31, 2020 was \$14.2 million as valuations for metals and mining stocks weakened amid the uncertainty posed by the COVID-19 pandemic and investors' aversion to hold risky assets.

In aggregate, AUM decreased 19% to \$36.8 million at March 31, 2020, compared with AUM of \$45.5 million at December 31, 2019.

RESULTS OF OPERATIONS

As illustrated in the following table, during the three months ended March 31, 2020, GCIC incurred a net loss before income taxes attributable to owners of Dundee Corporation of \$0.9 million (2019 – \$0.5 million).

<i>For the three months ended March 31,</i>	2020	2019
Revenues		
Management and performance fees	\$ 190	\$ 260
Financial services	-	134
Interest and other	8	20
	198	414
Other items in net loss before tax		
Depreciation	(21)	(23)
General and administrative	(933)	(814)
Net loss from investments	(173)	-
Share of loss from equity accounted investments	-	(37)
Interest expense	(1)	(3)
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	\$ (930)	\$ (463)
Net loss before taxes, Goodman & Company, Investment Counsel Inc., attributable to:		
Owners of Dundee Corporation	\$ (930)	\$ (463)
Non-controlling interest	-	-
Net loss before taxes, Goodman & Company, Investment Counsel Inc.	\$ (930)	\$ (463)

Management fee revenues were \$0.2 million during the first three months of 2020, a 27% decline from management fee revenues of \$0.3 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 redemptions and market depreciation as described above. The average AUM for the three-month period ended March 31, 2020 was \$41.0 million (2019 – \$58.8 million). During the first three months of 2020, the average management fee rate on AUM was 1.85% (2019 – 1.77%). The change in the average management fee rate reflects the mix of assets managed, with client assets charged a higher management fee rate in a certain series of shares of the mutual fund.

In addition to management fee revenues, GCIC may also earn performance fee revenue. Performance fees are contingent on the market values of the underlying portfolio at a specified point in time, generally at calendar year end, or upon the conclusion of a limited partnership arrangement. GCIC may experience fluctuations in year-over-year revenues as performance fees are only recognized in earnings where amounts are determined with certainty. There were no performance fees earned in the first quarter of 2020 and 2019.

During three months ended March 31, 2019, GCIC recognized financial services revenue of \$0.1 million from the services provided by DGMP.

During the three months ended March 31, 2020, GCIC incurred a \$0.2 million (2019 – \$nil) loss from its portfolio investments that were received as payment for financial services rendered in 2019. In addition, during the three months ended March 31, 2019, this segment recognized a loss of \$37,000 from its share of loss from its equity investment in Dundee Securities Europe Limited (see “*Significant Investments in Accounted for Under the Equity Method – Dundee Securities Europe Limited*”).

During the three months ended March 31, 2020, general and administrative expenses increased by 15% to \$0.9 million compared with the same period of 2019.

UNITED HYDROCARBON INTERNATIONAL CORP.

UHC 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, 2020, the Corporation’s carrying value of its 84% interest in UHC was \$54.7 million.

UHC’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. UHC is entitled to the following:

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

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

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

Under the terms of the share purchase agreement, dated May 10, 2017, UHCL’s owner, Delonex Energy Limited (“Delonex”), committed to a US\$65 million comprehensive exploration program for the assets in Chad and a further US\$35 million investment in the Doba Basin should commerciality be achieved during the remaining life of the PSC. Delonex completed the acquisition of 1,300 square kilometers of 3D seismic surveys as well as 550 line kilometers of 2D seismic surveys in March 2018. Following the completion and interpretation of the seismic work in September 2018, Delonex mobilized a rig to the region and commenced the first phase of the exploration drilling program. Delonex completed the first phase in Block H as planned with the completion of six exploration wells. The exploration drilling established the presence of hydrocarbons in multiple wells and targets. Based on the success of the initial exploration program, Delonex has commenced the next phase of exploration, having completed the

acquisition and initial interpretation of additional seismic surveys comprising of 1,530 square kilometers of 3D seismic surveys and 800 line kilometers of 2D seismic surveys. The next phase of drilling (“Phase 2”) will be based on the new seismic data and was in the early planning stages at the onset of the COVID-19 pandemic and subsequent oil price collapse. Due to the COVID-19 pandemic and the oil price collapse, the commencement of the next phase of the program will be delayed.

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.

Contingent Bonus Payments

In determining the fair value of the US\$50.0 million contingent bonus payments at March 31, 2020, UHIC applied a 22.6% (December 31, 2019 – 85%) probability in reaching successful first oil before March 31, 2023 (December 31, 2019 – before March 31, 2022) at the Doba Basin, and a 47.5% (December 31, 2019 – 65%) probability in reaching first oil at Block H before March 31, 2023 (December 31, 2019 – before March 31, 2022), appropriately discounted using a risk-adjusted rate of 23.3% (December 31, 2019 – 19.3%).

At March 31, 2020, the fair value of the contingent consideration was revalued to US\$10.0 million or Cdn\$14.2 million, compared to the contingent consideration of US\$24.5 million or Cdn\$31.9 million at the end of December 2019. Included in net loss during the three months ended March 31, 2020 is a \$21.2 million loss relating to the change in the fair value of the contingent consideration that is attributed to the increase in the discount rate, a one-year delay to first oil production and the decrease in the success probabilities, partially offset by a \$1.6 million gain relating to the change in the fair value of the contingent consideration that is attributed to the passage of time; and a \$1.9 million gain relating to foreign exchange that is reflected in other comprehensive income.

Royalty Interest

In determining the fair value of the royalty interests at March 31, 2020, UHIC applied a 22.6% (December 31, 2019 – 47.5%) success probability to the Doba Basin cash flows and a 47.5% (December 31, 2019 – 47.5%) success probability to Block H cash flows, determined using the forward Brent crude oil prices as published by the Intercontinental Exchange on March 31, 2020, and discounted using a risk-adjusted rate of 23.3% (December 31, 2019 – 19.3%). In addition, the valuation model incorporates resource estimates derived from independently prepared technical reports by a global petroleum consulting firm specializing in resource assessments. The reports were prepared in 2016 and disclose only contingent and prospective resources, both of which are highly speculative and lack the degree of confidence to be classified as reserves. More work is required to demonstrate that these resources can ever be commercially recoverable.

At March 31 2020, the royalty interest was revalued to US\$24.4 million (December 31, 2019 – US\$97.0 million) to account for the passage of time, the reduction in success probabilities and oil prices, a one-year delay to first oil production and the increase to the discount rate; and to Cdn\$34.6 million (December 31, 2019 – Cdn\$126.0 million) to reflect foreign currency fluctuations. Included in the net loss during the three months ended March 31 2020 is a \$104.0 million loss relating to the change in the fair value of the royalty interest that is attributed to the change in the discount rate, success probabilities, the one-year production delay, and long-term oil price forecasts obtained in 2020, offset by a \$6.3 million gain relating to the change in the fair value of the royalty interest that is attributed to the passage of time; and a \$6.3 million gain relating to foreign exchange that is reflected in other comprehensive income.

UHIC continues to monitor the state of the global oil markets and the effect of possible operational developments at Delonex. If the current low Brent crude oil price persists, it could have a material adverse effect on the carrying value of UHIC’s royalty interest and associated contingent consideration.

RESULTS OF OPERATIONS

As a result of changes in the fair value of the contingent bonuses and royalty interest, UHIC is reporting a net loss before taxes during the three month ended March 31, 2020 of \$117.5 million, including a \$117.3 million loss on remeasurement of the financial instruments as described above. General and administrative expenses of \$0.2 million in the three months ended March 31, 2020 was consistent with 2019.

<i>For the three months ended March 31,</i>	2020	2019
Other items in net (loss) earnings before taxes		
General and administrative	\$ (213)	\$ (252)
Remeasurement of financial instruments	(117,288)	6,315
Interest expense	9	14
Foreign exchange gain (loss)	1	(76)
Net (loss) earnings before taxes, United Hydrocarbon International Corp.	\$ (117,491)	\$ 6,001
Net (loss) earnings before taxes, United Hydrocarbon International Corp. attributable to:		
Owners of Dundee Corporation	\$ (98,189)	\$ 4,954
Non-controlling interest	(19,302)	1,047
Net (loss) earnings before taxes, United Hydrocarbon International Corp.	\$ (117,491)	\$ 6,001

CHANGES IN FINANCIAL CONDITION

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

Cash Resources

At March 31, 2020, UHIC held cash of \$4.1 million (December 31, 2019 – \$4.4 million). UHIC does not currently generate cash flows from its business activities. Existing cash resources are expected to cover UHIC's cash requirements as it monitors Delonex's commitments made under the sales agreement.

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

DUNDEE SUSTAINABLE TECHNOLOGIES INC.

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

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

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

The CLEVR Process™ 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. In 2018, Dundee Technologies announced a further award of \$1.25 million for continued development of its Glasslock Process™. The funding is assisting Dundee Technologies in the construction and operation of its industrial scale plant that is currently in operation at a customer’s mineral processing facility.

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

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

In January 2020, Dundee Technologies consolidated its shares on a one for 20 basis. As a result, the Corporation currently holds 8.9 million subordinate voting shares and 2.5 million multiple voting shares as at March 31, 2020, representing a 62% equity interest and an 84% voting interest.

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 partially offset developmental and operating costs related to its primary technologies.

RESULTS OF OPERATIONS

During the three months ended March 31, 2020, Dundee Technologies incurred a net loss before taxes of \$1.2 million, compared with a net loss before taxes of \$0.8 million in the same period of the prior year.

<i>For the three months ended March 31,</i>	2020	2019
Revenues		
Technical services	\$ 344	\$ 138
Interest, dividends and other	1	-
	345	138
Cost of sales	(466)	(146)
Other items in net loss before taxes		
Depreciation	(165)	197
General and administrative	(811)	(841)
Interest expense	(165)	(184)
Foreign exchange gain	111	3
Net loss before taxes, Dundee Sustainable Technologies Inc.	\$ (1,151)	\$ (833)
Net loss before taxes, Dundee Sustainable Technologies Inc. attributable to:		
Owners of Dundee Corporation	\$ (530)	\$ (372)
Non-controlling interest	(621)	(461)
Net loss before taxes, Dundee Sustainable Technologies Inc.	\$ (1,151)	\$ (833)

During the three months ended March 31, 2020, Dundee Technologies earned revenues of \$0.3 million (2019 – \$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 \$1.3 million during the three months ended March 31, 2020 (2019 – \$1.0 million), of which \$0.5 million (2019 – \$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 the balance of \$0.8 million (2019 – \$0.9 million) in general and administrative costs. As the business activities of Dundee Technologies mature, it is expected that more of its highly specialized technical resources will be allocated to the provision of revenue generating activities. In addition, included in the three months ended March 31, 2019, net loss before taxes was an adjustment to the amortization of intangible assets of \$0.2 million.

CHANGES IN FINANCIAL POSITION

Dundee Corporation advanced \$1.1 million to Dundee Technologies during the three months ended March 31, 2020 in order to supplement working capital requirements. At March 31, 2020, Dundee Technologies had cash of \$1.7 million and it had obligations, other than obligations due to Dundee Corporation, of \$9.2 million. Dundee Technologies continues to pursue financing alternatives to fund its operations. Although there is no assurance that these efforts will be successful, Dundee Technologies believes that if its ongoing business development activities provide favorable results, it will be able to secure the necessary financing through additional grants, or the issuance of debt or equity in either the private or public markets.

COVID-19

The current outbreak of novel coronavirus and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions which may adversely impact Dundee Technologies' operations, the operations of its suppliers, contractors and service providers, and the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. The outbreak is causing companies and various international jurisdictions to impose restrictions such as quarantines, business closures and travel restrictions. The Thetford site has been temporarily closed as a result of the measures taken by the Quebec provincial government on March 23, 2020.

BLUE GOOSE CAPITAL CORP.

Blue Goose is a privately-held Canadian company focused on the production, distribution and sale of organic and natural beef. Blue Goose owns a significant position in agricultural land in British Columbia. At March 31, 2020, Dundee Corporation held 89% of the issued and outstanding common shares of Blue Goose

RESULTS OF OPERATIONS

During the first quarter of 2020, Blue Goose incurred a net loss of \$2.7 million, compared with a net loss of \$4.1 million incurred in the same period of the prior year. The prior year's results included a net loss of \$0.9 million incurred by the fish operation which Blue Goose exited in December 2019.

<i>For the three months ended March 31,</i>	2020	2019
Revenues		
Sales	\$ 3,481	\$ 3,162
Other income	46	383
	3,527	3,545
Cost of sales	(5,827)	(6,117)
Other items in net loss before taxes		
Depreciation and depletion	(698)	(1,154)
General and administrative	(322)	(497)
Fair value changes in livestock	2,221	1,614
Interest expense	(1,608)	(1,491)
Net loss before taxes, Blue Goose Capital Corp.	\$ (2,707)	\$ (4,100)
Net loss before taxes, Blue Goose Capital Corp. attributable to:		
Owners of Dundee Corporation	\$ (2,403)	\$ (3,657)
Non-controlling interest	(304)	(443)
Net loss before taxes, Blue Goose Capital Corp.	\$ (2,707)	\$ (4,100)

Contribution Margins

During the three months ended March 31, 2020, Blue Goose incurred a negative contribution margin of \$0.1 million (2019 – \$1.3 million) on total sales of \$3.5 million (2019 – \$3.2 million). The contribution margin, before adjusting for fair value changes,

was \$0.4 million in 2020 (2019 – negative contribution margin of \$0.9 million). As a result of exiting its fish operation in December 2019, there was no further contribution margin recognized from its operation during the first quarter of 2020 (2019 – \$0.5 million).

<i>For the three months ended March 31,</i>				2020
	Beef	Fish	Chicken	Total
Sales	\$ 3,481	\$ -	\$ -	3,481
Cost of sales, period cost	(3,078)	-	-	(3,078)
	403	-	-	403
Fair value changes				
Fair value changes in livestock	2,221	-	-	2,221
Cost of sales, fair value harvested	(2,749)	-	-	(2,749)
	(528)	-	-	(528)
Contribution margin	\$ (125)	\$ -	\$ -	(125)

<i>For the three months ended March 31,</i>				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)
Contribution margin	\$ (787)	\$ (549)	\$ (5)	(1,341)

During the first quarter of 2020, the cost of sales in the beef division was lower by \$0.3 million compared to the same period of the prior year. This was attributable to lower production costs offset by a higher fair value cost of sales of livestock harvested in the current period compared to the first quarter of 2019. The economy is experiencing significant uncertainty as a result of the COVID-19 pandemic and this may adversely affect the demand for beef and its prices. Management is monitoring the changes in the market and how it could impact its operating results and future forecasts.

CHANGES IN FINANCIAL CONDITION

Changes in Livestock Carrying Values

	Livestock	Inventory and Supplies	Total
Carrying value, beginning of the period	\$ 19,688	\$ 2,178	\$ 21,866
Transactions during the three months ended March 31, 2020			
Net additions	499	118	617
Herd growth – physical changes	659	-	659
Herd growth – price changes	1,562	-	1,562
No. of product processed	(2,749)	(1,327)	(4,076)
Carrying value, end of the period	\$ 19,659	\$ 969	\$ 20,628

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

	Cattle herd as at	
<i>(number of animals)</i>	March 31, 2020	December 31, 2019
Breeding cattle and bulls	6,313	6,571
Immature livestock and feeder cattle	5,404	5,276
	11,717	11,847

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 \$45.6 million as at March 31, 2020 (December 31, 2019 – \$46.1 million). A detailed description of the nature of each of Blue Goose’s borrowing facilities is provided in note 14 to the 2019 Audited Consolidated Financial Statements. Other than as described below, the lending institutions to Blue Goose do not have recourse to Dundee Corporation in respect of any of the amounts borrowed under these arrangements.

Dundee Agricultural Corporation, a wholly-owned subsidiary of the Corporation, provided a limited guarantee of \$10.0 million on a loan entered into on September 23, 2016 with Farm Credit Canada. The amount owing under this arrangement at March 31, 2020 was \$3.3 million (December 31, 2019 – \$3.4 million).

Cash Resources

At March 31, 2020, Blue Goose had cash and receivables of \$2.4 million and it had payables and liabilities, other than corporate debt and amounts otherwise due to Dundee Corporation, of \$4.4 million. During the first three months of 2020, the Corporation advanced \$2.3 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, 2020, the Corporation held a 100% interest in AgriMarine.

RESULTS OF OPERATIONS

During the three months ended March 31, 2020, AgriMarine incurred a pre-tax loss attributable to owners of Dundee Corporation of \$0.9 million, compared with a pre-tax net loss attributable to owners of Dundee Corporation of \$1.6 million in the same period of 2019. The 2019 operating results included a \$0.7 million written-off of fish inventory and intangible assets.

<i>For the three months ended March 31,</i>	2020	2019
Sales revenue		
Sales	\$ 2,192	\$ 1,343
Interest and other	-	20
	2,192	1,363
Cost of sales	(2,136)	(1,236)
Other items in net loss before taxes		
Depreciation	(326)	(1,015)
General and administrative	(540)	(675)
Interest expense	(73)	(11)
Foreign exchange loss	(26)	(1)
Net loss before taxes, AgriMarine Holdings Inc.	\$ (909)	\$ (1,575)
Net loss before taxes, AgriMarine Holdings Inc. attributable to:		
Owners of Dundee Corporation	\$ (909)	\$ (1,575)
Non-controlling interest	-	-
Net loss before taxes, AgriMarine Holdings Inc.	\$ (909)	\$ (1,575)

Contribution Margins

During the three months ended March 31, 2020, AgriMarine generated revenue of \$2.2 million (2019 – \$1.3 million) and a contribution margin of \$56,000 (2019 – \$0.1 million). Completion of the transition to closed-containment and the introduction of an automated feeding system in the second quarter of 2019 have resulted in the anticipated reduction of costs and an increase in growth rates. This has translated to lower production costs per kilogram of biomass harvested and sold.

<i>For the three months ended March 31,</i>		2020	2019
Revenues	\$	2,192	\$ 1,343
Cost of sales		(2,136)	(1,236)
Contribution margin	\$	56	\$ 107

At WCF, the volume of fish harvested during the three months ended March 31, 2020 was 319,000 kilograms (2019 – 149,000 kilograms), translating into 271,000 kilograms or 598,000 pounds (2019 – 126,000 kilograms or 277,000 pounds) of product sold, at an average selling price of \$8.06 per kilogram or \$3.66 per pound (2019 – \$9.71 per kilogram or \$4.41 per pound). Harvest volumes increased materially in the third quarter of 2019, however, sales reduced to below sustainable harvest volume in the fourth quarter of 2019 resulting from the softened fish and other protein markets in North America. In early 2020, markets were showing signs of rebounding until the outbreak of COVID-19, which impacted the demand of fish harvested. Accordingly, it was necessary to access alternative markets to maintain the required sales volume and average selling prices were negatively impacted.

CHANGES IN FINANCIAL CONDITION

	Biological Assets	Inventory and Supplies	Total
Carrying value, beginning of the period	\$ 4,522	\$ 213	\$ 4,735
Transactions during the three months ended March 31, 2020			
Net additions	984	28	1,012
Net of product processed	(2,094)	-	(2,094)
Carrying value, end of period	\$ 3,412	\$ 241	\$ 3,653

As at March 31, 2020, the carrying value of AgriMarine's biological assets was \$3.4 million (December 31, 2019 – \$4.5 million). This reflects a reduction in the overstocked position at December 31, 2019, as well as the normal seasonal cycle which slows growth during cold winter months of the year.

Dundee Corporation advanced \$0.1 million to AgriMarine during the first three months of 2020 in order to supplement working capital requirements and fund capital expenditures. As at March 31, 2020, AgriMarine had cash and receivables of \$0.3 million and liabilities of \$4.3 million, excluding amounts due to Dundee Corporation. Without the continued financial support of Dundee Corporation, there can be no assurance that AgriMarine will have access to the necessary cash to carry out its current business plan.

AgriMarine's principal focus remains the achievement of sustainable profitability for its WCF farming operation. Operating costs have reduced in accordance with expectations as operations have streamlined. Fish growth rates have increased with better temperature control and commissioning of the autofeeder in May 2019. It is anticipated that the improvements in operating efficiency, cost savings and other benefits that are reflected in biomass costs per kilogram as at March 31, 2020 will continue to be reflected in results throughout 2020.

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

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

DUNDEE 360 REAL ESTATE CORPORATION

Dundee 360 is a real estate company offering integrated management services in the development, marketing, sales and project administration of high-end single purpose and mixed-use, residential and recreational real estate assets. Dundee 360 also provides services to hotel owners with a focus on asset and capital management, project management and financial reporting. At March 31, 2020, Dundee 360 was a wholly-owned subsidiary of the Corporation.

Prior to the sale of the real estate brokerage division in May 2019, Dundee 360 held the Canadian franchise license to operate Sotheby's International Realty Canada ("Sotheby's").

RESULTS OF OPERATIONS

During the three months ended March 31, 2020, Dundee 360 incurred a pre-tax loss of \$0.1 million (2019 – \$0.7 million) from its continuing operations. The year-over-year decrease in pre-tax loss is mainly attributable to the closure of the Montreal office in the second quarter of 2019 and the recognition of \$0.3 million share of income from its real estate joint ventures during the first quarter of 2020, compared with \$0.2 million share of loss from the first quarter of 2019. Share of \$0.3 million income from real estate joint ventures during the current quarter is primarily due to the completion and delivery of residential units in Edenarc, France.

Results in the first quarter of 2019 also included a pre-tax loss of \$1.4 million relating to its real estate brokerage division, which were classified as discontinued operations following the sale commitment in the first quarter of 2019. The sale transaction of the division was completed in May 2019 for cash consideration of \$5.0 million and recognition of \$0.1 million gain.

	For the three months ended March 31, 2020	For the three months ended March 31, 2019		
		Continuing Operations	Discontinued Operations	Total
Revenues				
Gross commission income	\$ -	\$ -	\$ 16,539	\$ 16,539
Consulting and management fees	109	200	-	200
Sales and marketing fees	-	-	41	41
Other revenue	-	75	1,454	1,529
Interest and other	-	91	(21)	70
	109	366	18,013	18,379
Cost of sales	-	-	(14,925)	(14,925)
Other items in net loss before taxes				
Depreciation and depletion	(58)	(181)	(394)	(575)
General and administrative	(344)	(655)	(4,017)	(4,672)
Share of income (loss) from real estate joint ventures	270	(206)	-	(206)
Finance expense	(34)	(23)	(76)	(99)
Net loss before taxes, Dundee 360 Real Estate Corporation	\$ (57)	\$ (699)	\$ (1,399)	\$ (2,098)
Net loss before taxes, Dundee 360 Real Estate Corporation attributable to:				
Owners of Dundee Corporation	\$ (54)	\$ (697)	\$ (1,399)	\$ (2,096)
Non-controlling interest	(3)	(2)	-	(2)
Net loss before taxes, Dundee 360 Real Estate Corporation	\$ (57)	\$ (699)	\$ (1,399)	\$ (2,098)

During the three months ended March 31, 2020, Dundee 360 generated revenues of \$0.1 million (2019 – \$0.4 million) from its continuing operations. The decrease in revenues is primarily due to the closure of project management services for hotel owners, as well as a reduction in management fees earned.

A more comprehensive description of each of Dundee 360's current projects is provided on pages 20 and 21 of the MD&A accompanying the 2019 Audited Consolidated Financial Statements.

CHANGES IN FINANCIAL CONDITION

At March 31, 2020, Dundee 360 had cash and receivables of \$1.5 million and its liabilities, other than amounts due to Dundee Corporation, were \$2.3 million. Dundee 360 is currently implementing strategies to monetize various international real estate development interests in order to meet its liabilities. Without the financial support of the Corporation, there can be no assurance that Dundee 360 will have access to the necessary funding to carry out its current business plan.

DUNDEE ENERGY LIMITED

Dundee Energy was a Canadian-based company that held interest, both directly and indirectly, in producing oil and natural gas assets in southern Ontario. 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 as “*Net (loss) income from investments*” during the three months ended March 31, 2019 in the consolidated financial statements. Included in the \$4.4 million loss was a \$5.3 million foreign exchange currency loss from Dundee Energy’s equity accounted investment which was previously recorded as other comprehensive loss to net loss during the three months ended March 31, 2020.

RESULTS OF OPERATIONS

Prior to loss of control in March 2019, Dundee Energy incurred a pre- tax loss of \$0.2 million from its operations. There is no further loss recognized subsequent to the loss of control in March 2019.

<i>For the three months ended March 31, 2019</i>	
Other items in net loss before taxes	
General and administrative	\$ (197)
Net loss before taxes, Dundee Energy Limited	\$ (197)
Net loss before taxes, Dundee Energy Limited attributable to:	
Owners of Dundee Corporation	\$ (114)
Non-controlling interest	(83)
Net loss before taxes, Dundee Energy Limited	\$ (197)

EUROGAS INTERNATIONAL INC.

Eurogas is a publicly-traded (CSE: EI) oil and natural gas exploration company. Eurogas holds an approximate 5.625% royalty-like working interest in the Sfax offshore permit (the “Sfax Permit”), located in the shallow Mediterranean waters in the Gulf of Gabes, offshore Tunisia and southeast of the city of Sfax. On February 1, 2019, Panoro Energy ASA, the operator of the Sfax Permit, 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. In March 2020, Panoro declared force majeure for the Sfax Permit after the Tunisian government imposed travel restrictions throughout the country due to the COVID-19 pandemic. This will result in a delay to drill the exploration commitment well.

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 \$15.0 million at March 31, 2020 (December 31, 2019 – \$14.7 million). 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. As a result, the Corporation determined that it lost control over Eurogas and recognized a gain of \$3.6 million during the three months ended March 31, 2019, recorded as “*Net (loss) income from investments*” in the consolidated financial statements. The Corporation classified its interest in Eurogas as an investment at FVTPL following the loss of control.

At March 31, 2020 and May 11, 2020, the trustee had not exercised its right to redeem the preference shares, demand payment of the associated cumulative dividends outstanding, or exercise its entitlement to elect a majority of the members of the Board of Directors of Eurogas

RESULTS OF OPERATIONS

Prior to loss of control in March 2019, Eurogas incurred a pre-tax loss of \$0.1 million from its operations. The Corporation did not recognize any loss from Eurogas following the loss of control in March 2019.

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

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, 2020, Eurogas had drawn \$6.2 million (December 31, 2019 – \$6.1 million) against this facility. Although Eurogas has exceeded amounts available pursuant to these arrangements, Dundee Corporation has not demanded payment. During 2019, the Corporation fully impaired the receivable related to this credit facility and continues to carry the receivable from Eurogas at \$nil at the end of March 2020.

SIGNIFICANT INVESTMENTS ACCOUNTED FOR UNDER THE EQUITY METHOD

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

Equity Accounted Investments at March 31, 2020

At March 31, 2020, the aggregate carrying value of the Corporation's investments that are accounted for using the equity method was \$28.1 million (December 31, 2019 – \$28.7 million). In addition, the Corporation accounts for its investments in real estate joint ventures on an equity basis. These investments had a carrying value of \$6.9 million at March 31, 2020 (December 31, 2019 – \$6.4 million).

<i>As at</i>	March 31, 2020		December 31, 2019	
	Ownership	Carrying Value	Ownership	Carrying Value
Privately Held Equity Accounted Investments				
Android Industries, LLC	20%	\$ 20,830	20%	\$ 21,375
Dundee Acquisition Ltd.	98%	243	98%	243
Dundee Sarea Acquisition I Limited Partnership	50%	6,084	50%	6,040
Dundee Securities Europe Limited	20%	962	20%	1,041
Parq Equity Limited Partnership	23%	-	23%	-
		28,119		28,699
Real estate joint ventures		6,908		6,413
		\$ 35,027		\$ 35,112

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

	<i>For the three months ended</i>	
	<i>March 31, 2020</i>	
Carrying value of equity accounted investments, beginning of period	\$	28,699
Transactions during the period ended March 31, 2020		
Cash invested in equity accounted investments		1,459
Share of loss from equity accounted investments		(1,111)
Share of other comprehensive loss from equity accounted investments		(849)
Other		(79)
Carrying value of equity accounted investments, end of period	\$	28,119

* Excluding changes in real estate joint ventures.

Earnings and Losses from Equity Accounted Investments

<i>For the three months ended</i>	March 31, 2020			March 31, 2019		
	Equity Earnings (Losses)	Dilution Gains (Loss)	Total	Equity Earnings (Losses)	Dilution Gains (Loss)	Total
Android Industries, LLC	\$ 304		\$ 304	\$ (815)	\$ 3	\$ (812)
Dundee Sarea Acquisition I Limited Partnership	(1,415)	-	(1,415)	547	-	547
Dundee Securities Europe Limited	(79)	79	-	(37)	-	(37)
	(1,190)	79	(1,111)	(305)	3	(302)
Real estate joint ventures	270	-	270	(206)	-	(206)
	\$ (920)	\$ 79	\$ (841)	\$ (511)	\$ 3	\$ (508)

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 25 through 29 of the MD&A accompanying the 2019 Audited Consolidated Financial Statements.

Parq Equity Limited Partnership ("PELP")

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

Parq Vancouver opened its doors on September 29, 2017 and it became fully operational in March 2018. The initial ramp-up of operations had been slower than anticipated due to a number of factors, including the business impact of new anti-money laundering regulations applicable to casinos in British Columbia, which were implemented in January 2018. Parq Vancouver continues to operate in a challenging environment due to these regulations. With the outbreak of COVID-19 in early 2020, Parq Vancouver's gaming, hotel and conference activities have been suspended at the end of the current quarter. These developments are expected to significantly impact PELP's financial results in the coming quarters.

The Corporation currently carries its equity investment in Parq Vancouver at \$nil and cannot recognize any share of loss from this investment while its reported value in the statement of financial position remains zero. The Corporation can only recognize future profits after its share of future profits equals to or exceeds the share of losses not yet recognized. Accordingly, the Corporation discontinued recognizing its share of losses subsequent to June 30, 2018. At March 31, 2020, net unrecognized losses attributable to the Corporation are \$62.0 million (December 31, 2019 – \$56.3 million).

Summary of operating results of Parq Vancouver during the three months ended March 31, 2020 and 2019 are as follows:

<i>(in millions of dollars)</i>		<i>For the three months ended</i>	
<i>Source of revenue and other items in net loss</i>		<i>March 31, 2020</i>	<i>March 31, 2019</i>
Resort operations:			
Revenue	\$	33.4	\$ 38.1
Expenses		(31.2)	(36.6)
Operating income before amortization		2.2	1.5
Amortization		(8.0)	(7.7)
Deferred taxes		1.0	0.9
Interest expense		(20.0)	(31.4)
Foreign exchange gain		0.1	11.9
Loss from fair value changes in derivative instruments		-	(3.8)
Gain on termination of derivative instruments		-	0.1
Net loss	\$	(24.7)	\$ (28.5)

Parq Vancouver incurred a net loss of \$24.7 million during the first three months of 2020 (2019 – \$28.5 million). During the same period, operating income was \$2.2 million (2019 – \$1.5 million). Included in the current period net loss is amortization of \$8.0 million (2019 – \$7.7 million).

Interest expense on debt and preferred units, including accretion and financing expenses, was \$20.0 million during the first three months of 2020 (2019 – \$31.4 million).

Included in net loss for the first quarter of 2019 are changes in foreign exchange and fair value of derivative instruments, both of which were associated with Parq Vancouver’s US dollar denominated project financing arrangement for the development of the project. The derivative instruments were terminated during the three months ended March 31, 2019, resulting in a gain of \$0.1 million. During the three months ended March 31, 2019, Parq Vancouver recognized an \$11.9 million foreign exchange gain and a \$3.8 million loss on fair value changes in derivative instruments.

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

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, a private company and leading high technology-enabled assembler and sequencer of complex assemblies for the automotive industry, headquartered in Michigan, United States. Android has established a global footprint with facilities in the United States, Canada, Mexico, Spain, Brazil, Turkey, Italy and China.

The current COVID-19 pandemic has led to a significant slowdown in Android’s global business operations with several of its customers reducing their operating levels and shutting down their plants. Despite significant uncertainties surrounding the situation, Android continues to engage with its customers.

Prior to the COVID-19 outbreak, Android had been steadily executing on a number of new and strategic multi-year manufacturing contracts, with the associated production deployed at several of Android’s existing and new production facilities.

The capital requirements associated with these contracts were significant and new debt capital was arranged to help fund the contractual commitments, with the vast majority of it deployed in 2017 and 2018. Ongoing capital requirements in 2020 and beyond are expected to be funded from cash flow from operations.

During the three months ended March 31, 2020, the Corporation recognized earnings of \$0.3 million (2019 – loss of \$0.8 million) as its share of earnings 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. At March 31, 2020, the Corporation committed capital of \$21.2 million and contributed \$23.1 million in Dundee Sarea Fund.

At March 31, 2020, Dundee Sarea Fund’s sole investment consists of a 90.1% 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.

The current outbreak of COVID-19 in Italy has led to delays in providing certain services and signing new sales contracts; however, Redecam’s client base remains globally diversified and Redecam continues to engage with its customers.

Prior to the COVID-19 outbreak, Redecam had been working to address ongoing liquidity constraints in its global business operations. While these discussions and negotiations have continued throughout the first quarter of 2020, securing new financing has proven to be difficult, and there are no guarantees a satisfactory outcome will be reached.

During the first three months of 2020, the Corporation’s share of loss from its investment in Dundee Sarea Fund was \$1.4 million (2019 – earnings of \$0.5 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 three months ended March 31, 2020, the Corporation recognized a loss of \$nil from its share of loss from its investment in DUK (2019 – \$37,000).

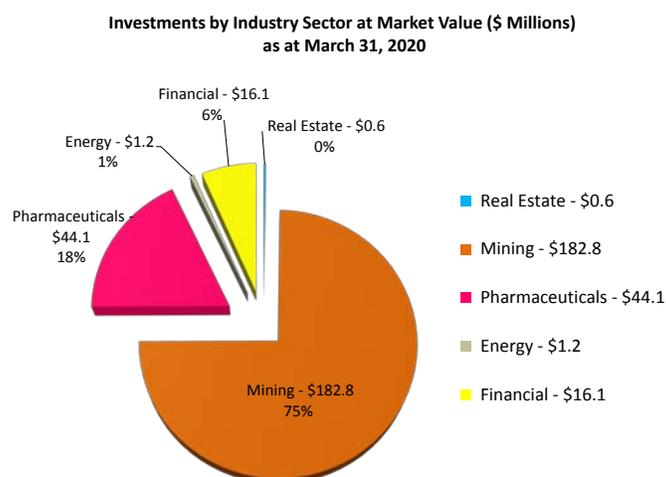
OTHER PORTFOLIO INVESTMENTS

Portfolio of Investments at March 31, 2020

		(000's)	Per	Market Value
	Ticker	# of Shares	Share	as at
	Symbol	Held	Price	March 31, 2020
Publicly Traded Securities				
Dundee Precious Metals Inc.	DPM	35,881.6	\$4.44	\$ 159,314
Jervois Mining Limited	JRV	27,932.3	\$0.13	3,492
Reunion Gold Corporation	RGD	52,848.8	\$0.07	3,436
Others				10,148
				176,390
Private Investments (note 1)				
TauRx Pharmaceuticals Ltd.				44,064
Red Leaf Resources Inc.				748
Others				3,131
				47,943
Debt Securities				
Debt Securities Owing from Public Enterprises (note 1)				4,000
Debt Securities Owing from Private Enterprises (note 1)				15,287
				19,287
Warrants and Options (note 1)				
Warrants or options on shares of public enterprises				1,154
				1,154
TOTAL – PORTFOLIO INVESTMENTS			\$	244,774

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

At March 31, 2020, 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, 2020, the estimated market value of the Corporation's portfolio of investments carried at FVTPL was \$244.8 million, a decrease of \$61.9 million or 20%, from an estimated market value of these investments of \$306.7 million at December 31, 2019. The extreme volatility in the stock market during 2020 was primarily due to the COVID-19 pandemic in conjunction with the collapse of the OPEC+ alliance and its decision to increase oil production.

	<i>For the three months ended</i>	
	<i>March 31, 2020</i>	
Market value of portfolio investments, beginning of period	\$	306,687
Transactions during the period ended March 31, 2020		
Proceeds from sales of investments		(884)
Changes in market values		
Dundee Precious Metals Inc.		(39,829)
Parq Equity Limited Partnership		(11,150)
Others		(10,162)
Other transactions		112
Net change		(61,913)
Market value of portfolio investments, end of period	\$	244,774

Changes in market values of portfolio investments during the first three months of 2020 resulted in a decrease in the value of the Corporation's portfolio of investments at FVTPL of \$61.1 million. In the same period, the Corporation generated proceeds of \$0.9 million from the sale of various mining investments, which were deemed to be non-strategic to its ongoing business strategy.

Dundee Precious Metals Inc. ("Dundee Precious")

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

During the first quarter of 2020, Dundee Precious produced gold on an all-in sustaining cost basis of US\$593 per ounce, on a consolidated basis. Gold production during the first quarter of 2020 increased by 70% to 72,963 ounces due primarily to the start of commercial production at Ada Tepe in the second quarter of 2019, and copper production increased by 17% to 9.4 million pounds due primarily to higher copper grades, in each case, relative to the corresponding period in 2019. The Tsumeb smelter achieved total complex concentrate smelted of 65,010 tonnes during the first quarter of 2020, which was 3% higher than the corresponding period in 2019 and represents Tsumeb's second highest quarterly production on record. This increase was due primarily to consistent performance and steady state of operations after the ramp-up following the annual maintenance shutdown completed during the fourth quarter of 2019.

At March 31, 2020, Dundee Precious had cash resources of US\$188.6 million, including undrawn capacity under its revolving credit facility. Dundee Precious reported total revenues of US\$151.7 million during the three months ended March 31, 2020, and it reported net earnings attributable to its common shareholders of US\$43.2 million.

Dundee Corporation holds 35.9 million common shares of Dundee Precious, representing an approximate 19.83% interest in Dundee Precious, with a market value of \$159.3 million at March 31, 2020. On May 7, 2020, the Corporation announced it had entered into an agreement with RBC Dominion Securities Inc. and Stifel GMP (collectively, the "Dealers"), to sell 23.9 million units at a price of \$6.35 per Unit to qualified purchasers, for gross proceeds of \$151.8 million (the "Sale Transaction"). Each Unit consisted of one common share of Dundee Precious owned by the Corporation (a "Unit Share") and one-half of a common share purchase warrant (each whole warrant a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one additional common share of Dundee Precious owned by the Corporation (a "Warrant Share") at an exercise price of \$8.00 per share for a term of 12 months from the date of issue. The Sale Transaction is expected to close in May 2020. Upon closing of the Sale Transaction, the Corporation will own 12.0 million Dundee Precious common shares representing an approximate 6.62% interest in Dundee Precious.

In the event that the Warrants forming part of the Units are exercised in full, the Corporation will dispose of an additional 12.0 million Dundee Precious common shares at a value of \$8.00 per share, for additional gross proceeds of \$95.6 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 and other proteins within the brain. TauRx’s flagship development product is the drug, LMTX®, which is now also recognized by its newly-assigned International Non-proprietary Name (INN) moniker “hydromethylthionine”.

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 subgroup analysis outcome in which patients who received LMTX® as their only AD medication (LMTX® as a monotherapy) demonstrated significant reductions in disease progression as measured both by cognitive and functional test batteries and by MRI imaging of brain atrophy. However, patients that received the drug as an add-on therapy showed no beneficial effects. This necessitated further trials to be conducted with a focus on LMTX® as a monotherapy.

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

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

In order to fund the new study and bolster its cash reserves, TauRx negotiated an investment from an existing shareholder through the issuance of a new class of preference shares in the company. The investor subscribed for 500,000 class B preference shares at an aggregate subscription amount of US\$100 million or US\$200/share. The new class of preference shares does not have any liquidation preferences but convey to the holder a call option to acquire commercialization rights for LMTX® over certain territories in Asia. The preference shares are convertible to ordinary shares on a one-to-one basis upon the attainment of pre-specified regulatory and/or listing objectives alongside the injection of a further material amount of cash. The investment is to be made in three tranches with the initial tranche (350,000 shares/US\$70 million) completed in the first quarter of 2020.

At March 31, 2020, the Corporation held an approximate 4% interest in TauRx. The Corporation has determined that the fair value of its investment at March 31, 2020 was \$44.1 million. In determining the fair value of its interest, the Corporation applied a value per share of US\$30.60, the equivalent of a 50% discount to the volume-weighted average price of ordinary shares issued from treasury during 2015 and 2016.

Subordinated Loan Advanced to Eight Capital

At December 31, 2019, the Corporation had advanced \$13.7 million in the form of a subordinated loan to Eight Capital, a partnership formed in 2016 by a consortium of individuals that were previously key employees of Dundee Securities’ capital markets division. The loan bears interest at a rate of 10% per annum.

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 three months ended March 31, 2020, the Corporation received \$0.7 million in respect of its royalty payment and interest.

OTHER CONSOLIDATED BALANCES AND CAPITAL STRUCTURE

General and Administrative Expenses

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

During the three months ended March 31, 2020, the Corporation reported head office general and administrative expenses (before non-cash stock based compensation) of \$3.3 million, decreased by \$0.8 million or 20%, compared with general and administrative expenses incurred in the same period of the prior year.

<i>For the three months ended March 31,</i>	2020	2019
Direct compensation	\$ 1,388	\$ 1,503
Corporate and professional fees	607	2,000
Other	1,328	662
	3,323	4,165
Stock based compensation arrangements	296	729
	\$ 3,619	\$ 4,894

Stock based compensation added a further \$0.3 million (2019 – \$0.7 million) to general and administrative expenses during the first three months of 2020. Certain of the Corporation’s share incentive arrangements are considered financial obligations of the Corporation and are marked-to-market in the consolidated financial statements to reflect changes in such underlying financial obligations. The terms of the Corporation’s share incentive arrangements are detailed in note 20 to the 2019 Audited Consolidated Financial Statements.

Corporate Interest Expense

Corporate interest expense was \$0.2 million during the three months ended March 31, 2020 (2019 – \$1.6 million). Included in interest expense during the first three months of 2019 are \$1.5 million cash dividends incurred on the Corporation’s Preference Shares, series 5. Following the conversion of Preference Shares, series 5 into the Corporation’s Subordinate Shares on May 15, 2019, there were no further dividend payments on the Preference Shares, series 5.

Income Tax Expense

The Corporation’s effective income tax expense rate for the three months ended March 31, 2020 was significantly different than the statutory combined federal and provincial tax rate of 26.5% primarily due to operating losses incurred by certain subsidiaries, the benefit of which was not recognized.

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

Net Deferred Income Tax Assets

The Corporation’s net deferred income tax assets at March 31, 2020 were \$11.9 million and represent deferred income tax assets of \$46.0 million, offset by deferred income tax liabilities of \$34.1 million. This compares to net deferred income tax assets of \$12.4 million at December 31, 2019. Net deferred income tax assets decreased as a result of 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 19 to the March 2020 Interim Consolidated Financial Statements.

The Corporation's aggregate non-capital loss carry forwards at March 31, 2020 were \$572.8 million (December 31, 2019 – \$550.4 million). In addition, the Corporation's capital loss carry forwards at March 31, 2020 were \$260.0 million (December 31, 2019 – \$260.0 million). Included in the Corporation's deferred income tax balances is a tax benefit of \$39.7 million (December 31, 2019 – \$49.7 million) in respect of the non-capital and capital loss carry forwards.

Corporate Debt

	Corporate	Blue Goose	Dundee 360	Total
Balance, December 31, 2019	\$ -	\$ 46,135	\$ 5	\$ 46,140
Drawdown	10,073	-	-	10,073
Repayments	-	(584)	(5)	(589)
Other - Convertible debenture accretion expense	-	94	-	94
Balance, March 31, 2020	\$ 10,073	\$ 45,645	\$ -	\$ 55,718

In January 2020, a subsidiary of the Corporation opened a margin account with a Canadian independent wealth management and capital markets firm that is a member of the Investment Industry Regulatory Organization of Canada ("IIROC") and a member of the Canadian Investor Protection Fund ("CIPF"). The borrowings under this facility bear interest at prime plus 1%. The margin account requires the maintenance of certain financial ratios between the fair value of certain of the Corporation's publicly traded securities relative to amounts borrowed. Therefore, the Corporation's borrowing availability will increase or decrease, reflecting corresponding increases or decreases in these securities. The amount borrowed under this margin account at March 31, 2020 was \$10.1 million.

In February 2020, the Corporation terminated the credit facility and cancelled the letters of credits that were previously established with a Canadian Schedule I Chartered Bank.

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, 2020, the Corporation's outstanding preference share arrangements were as follows:

Trade	# of Shares	Face Value	Total			
Symbol	Series	Outstanding	per Share	Face Value	Coupon Rate	Carrying Value
DC.PR.B	Series 2	3,116,278	\$25.00	\$77,907	5.284% – 5-year fixed rate to Sept 30, 2024	\$75,026 equity instrument
DC.PR.D	Series 3	2,018,922	\$25.00	\$50,473	5.75% – quarterly floating rate	\$50,473 equity instrument

A full description of the terms of the Corporation's preference shares is provided in note 16 to the 2019 Audited Consolidated Financial Statements and updated in note 13 to the March 2020 Interim Consolidated Financial Statements.

Common Shares

As at March 31, 2020 and May 11, 2020, there were 99,977,865 Class A subordinate voting shares ("Subordinate Shares") and 3,114,650 Class B common shares outstanding.

At March 31, 2020, the Corporation had awarded 1,065,174 deferred share units under its deferred share unit plan, each deferred share unit of which tracks the value of the Corporation's Class A subordinate voting shares and 115,815 deferred share units that track the value of a class A subordinate voting share of Dream Unlimited Corp.

In addition, and under the terms of the Corporation's share incentive arrangements, at March 31, 2020, the Corporation had granted 4,140,000 options with a weighted average exercise price of \$1.10 under its share option plan and awarded an aggregate of 148,466 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 2019 Audited Consolidated Financial Statements and are updated in note 17 to the March 2020 Interim Consolidated Financial Statements.

CONSOLIDATED LIQUIDITY AND CAPITAL RESOURCES

On a consolidated basis, the Corporation reported cash of \$22.0 million at March 31, 2020. This compares with cash of \$26.5 million at December 31, 2019. 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.

<i>For the three months ended March 31, 2020</i>	Opening Cash	Operating Activities	Investing Activities	Financing Activities	Intersegment	Closing Cash
<i>Corporate and other portfolio holdings</i>	\$ 17,943	\$ (13,663)	\$ 4,474	\$ 7,615	\$ (3,260)	\$ 13,109
<i>Asset management and capital markets</i>						
Goodman & Company, Investment Counsel Inc.	2,857	(1,064)	-	(22)	(314)	1,457
<i>Resource industry</i>						
United Hydrocarbon International Corp.	4,385	(311)	-	-	-	4,074
Dundee Sustainable Technologies Inc.	116	471	-	(64)	1,145	1,668
<i>Agriculture industry</i>						
Blue Goose Capital Corp.	341	(636)	(419)	(781)	2,341	846
AgriMarine Holdings Inc.	44	81	(30)	(112)	55	38
<i>Real estate industry</i>						
Dundee 360 Real Estate Corporation	850	(103)	63	(8)	33	835
	\$ 26,536	\$ (15,225)	\$ 4,088	\$ 6,628	\$ -	\$ 22,027

Included in the Corporation's consolidated cash balance is \$1.5 million (December 31, 2019 – \$2.9 million) relating to the operating businesses of the Corporation's asset management subsidiaries. These subsidiaries function in regulated environments and are therefore required to maintain levels of capital in liquid assets, in accordance with such regulatory requirements. The ability to transfer cash resources out of these regulated subsidiaries may be limited by their requirement to comply with regulatory capital requirements. At March 31, 2020 and December 31, 2019, 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, 2020 and 2019 is provided as follows:

Significant Cash Flows – Operating Activities

<i>For the three months ended March 31,</i>	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2020	2019
<i>Operating activities:</i>							
Adjusted net earnings or loss*	\$ (322)	\$ (180)	\$ (1,417)	\$ (36)	\$ 94	\$ (1,861)	\$ (11,671)
Changes in agricultural inventory	-	-	1,327	-	(1,012)	315	833
Changes in other working capital amounts	(10,049)	(131)	(546)	(67)	406	(10,387)	4,413
Changes in income taxes	(3,292)	-	-	-	-	(3,292)	(5,428)
Cash used in operating activities –							
Continuing operations	\$ (13,663)	\$ (311)	\$ (636)	\$ (103)	\$ (512)	\$ (15,225)	\$ (11,853)

* 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 2020, changes in the balances of agricultural inventory resulted in net cash inflows of \$0.3 million (2019 – \$0.8 million).

Significant Cash Flows – Investing Activities

<i>For the three months ended March 31,</i>	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2020	2019
Investing activities:							
Net proceeds from (acquisitions) dispositions of portfolio and equity investments	\$ (575)	\$ -	\$ -	\$ 63	\$ -	\$ (512)	\$ 15,733
Net investment in livestock and other agricultural assets	-	-	(617)	-	-	(617)	(161)
Disbursement of cash in loss of control of subsidiaries	-	-	-	-	-	-	(45)
Other investment activities	5,049	-	198	-	(30)	5,217	(155)
Cash provided from (used in) investing activities – Continuing operations	\$ 4,474	\$ -	\$ (419)	\$ 63	\$ (30)	\$ 4,088	\$ 15,372

- During the three months ended March 31, 2020, changes in portfolio and equity investments resulted in net cash outflows of \$0.5 million (2019 – inflows of \$15.7 million). Included in 2019 cash inflows was \$14.5 million received on the disposition of Union Group that the Corporation previously included in its equity accounted investments.
- During the first three months of 2019, there was a \$45,000 cash disbursement due to loss of control of subsidiaries, Dundee Energy and Eurogas.

Significant Cash Flows – Financing Activities

<i>For the three months ended March 31,</i>	Corporate	UHIC	Blue Goose	Dundee 360	Other	Total 2020	2019
Financing activities:							
Change in corporate debt	\$ 10,073	\$ -	\$ (584)	\$ (5)	\$ -	\$ 9,484	\$ (803)
Cash payment on lease liabilities	(705)	-	(323)	(3)	(198)	(1,229)	(1,352)
Dividends paid on Preference Shares, series 2 and series 3	(1,753)	-	-	-	-	(1,753)	(1,853)
Net cash from transactions with non-controlling interests	-	-	126	-	-	126	126
Cash provided from (used in) financing activities – Continuing operations	\$ 7,615	\$ -	\$ (781)	\$ (8)	\$ (198)	\$ 6,628	\$ (3,882)

- Net amounts drawdown against credit facilities available to the Corporation and its subsidiaries during the first three months of 2020 were \$9.5 million (2019 – repayment of \$0.8 million).
- Cash outflows during the first three months of 2020 include dividends of \$1.8 million (2019 – \$1.9 million) paid by the Corporation on its outstanding Preference Shares, series 2 and Preference Shares, series 3. The Corporation has not paid dividends on its Class A subordinate voting shares or on its common shares.

Cash Requirements

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

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

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

CONSOLIDATED QUARTERLY BUSINESS TRENDS

	2020	2019				2018		
	31-Mar	31-Dec	30-Sept	30-Jun	31-Mar	31-Dec	30-Sept	30-Jun
<i>For the three months ended</i>								
Net income (loss) from investments	\$ (58,148)	\$ 32,682	\$ (15,721)	\$ 5,406	\$ 28,078	\$ (16,229)	\$ (31,505)	\$ (12,323)
Share of earnings (loss) from equity accounted investments	(841)	426	2,221	(2,780)	(508)	(9,126)	(6,995)	(38,574)
Other items in net earnings (loss)	(127,599)	(30,504)	(16,219)	(11,000)	(11,489)	(27,137)	(15,107)	(26,469)
Net earnings (loss) from continuing operations	\$ (186,588)	\$ 2,604	\$ (29,719)	\$ (8,374)	\$ 16,081	\$ (52,492)	\$ (53,607)	\$ (77,366)
Net earnings (loss) from discontinued operations	-	-	-	(115)	(1,216)	2,972	(1,917)	(1,709)
Net earnings (loss)	\$ (186,588)	\$ 2,604	\$ (29,719)	\$ (8,489)	\$ 14,865	\$ (49,520)	\$ (55,524)	\$ (79,075)
Attributable to owners of the parent								
Continuing operations	\$ (166,358)	\$ 6,299	\$ (28,592)	\$ (7,765)	\$ 16,067	\$ (45,584)	\$ (53,235)	\$ (76,013)
Discontinued operations	-	-	-	(115)	(1,216)	(820)	(1,065)	(917)
Attributable to non-controlling interest								
Continuing operations	(20,230)	(3,695)	(1,127)	(609)	14	(6,908)	(372)	(1,353)
Discontinued operations	-	-	-	-	-	3,792	(852)	(792)
	\$ (186,588)	\$ 2,604	\$ (29,719)	\$ (8,489)	\$ 14,865	\$ (49,520)	\$ (55,524)	\$ (79,075)
Earnings (loss) per share								
Basic								
Continuing operations	\$ (1.63)	\$ 0.04	\$ (0.30)	\$ (0.12)	\$ 0.23	\$ (0.78)	\$ (0.90)	\$ (1.32)
Discontinued operations	-	-	-	-	(0.02)	(0.01)	(0.02)	(0.02)
	\$ (1.63)	\$ 0.04	\$ (0.30)	\$ (0.12)	\$ 0.21	\$ (0.79)	\$ (0.92)	\$ (1.34)
Diluted								
Continuing operations	\$ (1.63)	\$ 0.04	\$ (0.30)	\$ (0.12)	\$ 0.13	\$ (0.78)	\$ (0.90)	\$ (1.32)
Discontinued operations	-	-	-	-	(0.01)	(0.01)	(0.02)	(0.02)
	\$ (1.63)	\$ 0.04	\$ (0.30)	\$ (0.12)	\$ 0.12	\$ (0.79)	\$ (0.92)	\$ (1.34)

- During the first quarter of 2020, UHIC recognized a \$117.3 million loss on remeasurement of the financial instrument after decreasing the long-term forecasted oil prices and success probabilities in combination with increasing the discount rates and one-year delay to first oil production applied in its valuation model in determining the fair value of the royalty interest and its associated contingent consideration.
- During the third quarter of 2019, Blue Goose incurred an impairment charge of \$10.0 million against certain properties and equipment, reducing their carrying value to their estimated realizable amount.
- During the second quarter of 2018, the Corporation recognized a \$38.8 million loss from its equity investment in PELP, in which an impairment charge of \$22.3 million was recorded to reduce its investment carrying value to \$nil.
- Included in net earnings or loss are amounts reflecting changes in the fair value of the Corporation's direct investments in public and private securities. These changes are determined by equity and credit markets and are expected to result in significant fluctuations in net earnings or loss. The Corporation believes that equity and credit markets do not necessarily correctly reflect the underlying value of certain assets. As a consequence, management of the Corporation believes that the amount of unrealized gains or losses that will be included in net earnings or loss in any given period typically provides little analytical or predictive value to the readers of the Corporation's financial information.
- The Corporation's share of earnings or losses from equity accounted investments is included in the Corporation's net earnings or loss for each quarter. As with changes in the fair value of the Corporation's investment portfolio, earnings or losses from each equity accounted investee, and dilution gains and losses from these investments, will fluctuate from period to period and may depend on market forces or other operating conditions that are not necessarily under the Corporation's direct control.

OFF-BALANCE SHEET ARRANGEMENTS, COMMITMENTS AND CONTINGENCIES

Other than as disclosed elsewhere in this MD&A or in note 24 to the March 2020 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 2019 Audited Consolidated Financial Statements and under “*Off-Balance Sheet Arrangements*” and “*Commitments and Contingencies*” on pages 45 through 47 in the Corporation’s MD&A as at and for the year ended December 31, 2019.

RELATED PARTY TRANSACTIONS

Other than as described in note 25 to the March 2020 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 2019 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 2019 Audited Consolidated Financial Statements. Other than as described in note 2 to the March 2020 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 2019 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 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, 2020.

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 in 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, 2020, 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, 2020 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, including as follows with respect to the impact of the COVID-19 pandemic, there have been no significant changes to the nature and scope of the risks faced by the Corporation as described in the Corporation's 2019 Annual Information Form under "Risk Factors" which is available on SEDAR at www.sedar.com. These business risks should be considered by interested parties when evaluating the Corporation's performance and its outlook.

Impact of the COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments in affected areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, quarantines and cancellations of gatherings and events. The spread of the COVID-19 virus has resulted in a sharp decline in global economic growth as well as causing increased volatility and declines in financial markets. If the COVID-19 pandemic is prolonged, or further diseases emerge that give rise to similar effects, the adverse impact on the global economy could deepen and result in further declines in global economic growth and financial markets. Accordingly, the full impact of the COVID-19 pandemic on the global economy and financial markets is uncertain and may have an adverse effect on the Corporation.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

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

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

controlling shareholder risk; adequacy of insurance coverage; political and regulatory and environmental, health and safety risks affecting Investees; the reliance on skilled labour, key personnel and operators; regulatory capital requirements affecting Corporation subsidiaries; other risks. The preceding list is not exhaustive of all possible risk factors that may influence actual results, and is compiled based upon information available as at May 11, 2020 and should be read in conjunction with the section entitled “Risk Factors” in the Corporation’s Annual Information Form.

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

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

INFORMATION CONCERNING DUNDEE CORPORATION

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

Toronto, Ontario
May 11, 2020