



ANNUAL INFORMATION FORM

MARCH 30, 2017

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EXPLANATORY NOTE AND FORWARD LOOKING INFORMATION

Unless otherwise indicated, the information appearing in this annual information form (“AIF”) is stated as of December 31, 2016 and all amounts are in Canadian dollars.

Dundee’s public communications may include written or oral forward looking statements. Statements of this type are included in this AIF, 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 Company’s objectives and priorities for 2017 and beyond, and strategies or further actions with respect to the Company, 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 Company’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 AIF 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 AIF, including, among other factors, those referenced in the section entitled “Risk Factors” in this AIF, which include, but are not limited to, general economic and market conditions; the Company’s ability to execute strategic plans including the ability to complete acquisitions and dispositions effectively; the Company’s ability to meet financial obligations; the performance of the Company’s principal subsidiaries; the Company’s ability and the ability of its investee companies to raise additional capital; the availability of equity and debt financing and/or refinancing on acceptable terms; risks relating to trading activities and investments; competition faced by the Company; regulation of the Company’s businesses; successful integration of the Company with acquired businesses and the realization of any anticipated synergies; risks associated with the Company’s operating businesses and the Company’s investment holdings in general, including risks associated with oil and gas and mining exploration and risks of operating in foreign jurisdictions; development and production activities, environmental risks, inflation, changes in interest rates, commodity prices and other financial exposures; the availability and adequacy of insurance coverage for the Company and its subsidiaries; maintenance of minimum regulatory capital requirements for certain of the Company’s subsidiaries; potential liability of the Company and its subsidiaries under securities laws and for violations of investor suitability requirements; and the ability of the Company and its subsidiaries to attract and retain key personnel. The preceding list is not exhaustive of all possible risk factors that may influence actual results, and is compiled based upon information available as of March 30, 2017.

Forward looking statements contained in this AIF 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’s strategic priorities and objectives. In determining expectations for economic growth in the financial services, energy, resource, agriculture and real estate sectors, the Company 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 Company’s performance.

Forward looking statements contained in this AIF are not guarantees of future performance and, while forward looking statements are based on certain assumptions that the Company considers reasonable, actual events and results could differ materially from those expressed or implied by forward looking statements made by the Company. Prospective investors are cautioned to consider these and other

factors carefully when making decisions with respect to the Company and not place undue reliance on forward looking statements. Circumstances affecting the Company may change rapidly. Except as may be required by applicable law, the Company 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.

THE COMPANY

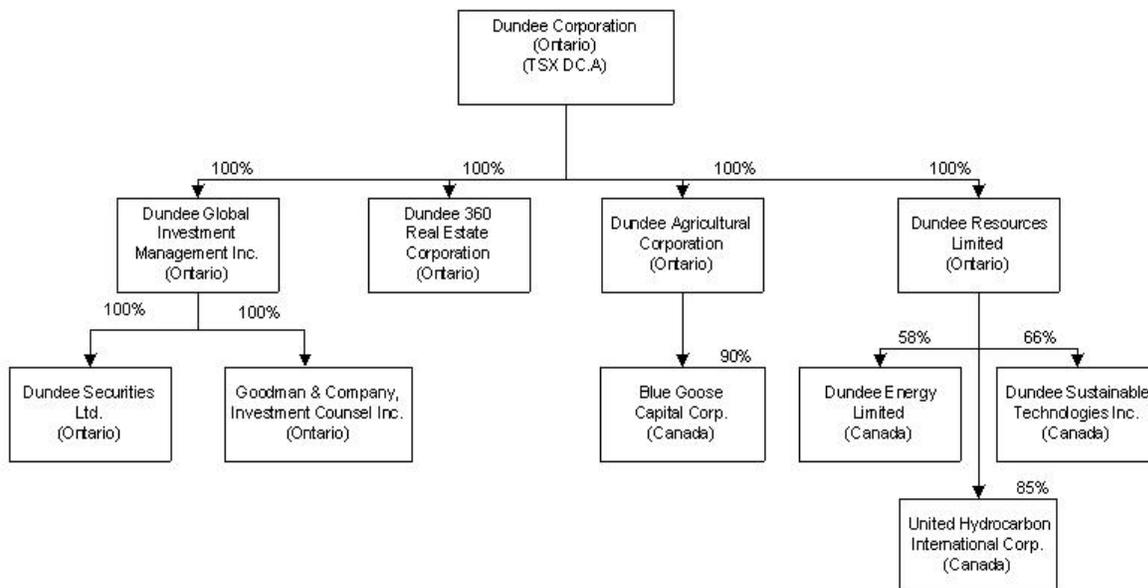
GENERAL

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

The registered and head office of the Company is located at: 1 Adelaide Street East, Suite 2100, Toronto, Ontario, M5C 2V9.

CORPORATE STRUCTURE

The following simplified corporate chart sets out certain material subsidiaries of Dundee as of February 28, 2017. The voting interests of Dundee in such subsidiaries reflect both the direct and indirect voting interests of the Company as of February 28, 2017.



INCORPORATION AND ORGANIZATION

The Company was incorporated under the laws of the Province of Ontario by Articles of Incorporation effective November 2, 1984. The Company changed its name to Dundee Bancorp Inc. by Articles of Amendment effective July 26, 1991 and changed its name to its present form by Articles of Amendment effective December 14, 2004. The Company’s current share capital structure was created by Articles of Amendment effective October 10, 1991, October 24, 1991, October 29, 1991, March 17, 1993 and June 22, 2006. The stated capital of the Company was reduced by Articles of Amendment effective August 4, 1992. The Company was inactive prior to October 31, 1991, at which time it became a public company pursuant to Articles of Arrangement effective October 30, 1991. The Articles of Amendment dated June 21, 2007 subdivided the Class A Subordinate Voting Shares (the “**Subordinate Voting Shares**”) and the Class B Common Shares (the “**Common Shares**”) of the Company on a 3-for-1 basis, effective as of the

close of business on July 6, 2007. On September 14, 2009, Articles of Amendment were filed authorizing a fifth series and sixth series of First Preference Shares, designated as first preference shares, series 2 and first preference shares, series 3, respectively. On January 1, 2010, in connection with an internal reorganization, Dundee amalgamated with its subsidiaries, 1255895 Ontario Limited, 1175885 Ontario Limited, DCC Equities Limited and Dundee Global Resource GP Inc. On January 1, 2011, in connection with an internal reorganization, Dundee amalgamated with its subsidiaries, 3031831 Ontario Limited and Dundee Capital Corporation. On May 30, 2013, in connection with the arrangement with Dundee Realty Corporation, the Company filed Restated Articles of Incorporation and effectively distributed the majority of its interest in Dundee Realty Corporation to its shareholders, through the creation of DREAM Unlimited Corp. On February 8, 2016, Articles of Amendment were filed authorizing an eighth series of first preference shares designated as first preference shares, series 5 and effective February 12, 2016 Articles of Arrangement were filed completing a share exchange transaction by way of a plan of arrangement pursuant to which each first preference share, Series 4 was exchanged for: (i) 0.7136 of a first preference share, Series 5 and (ii) 0.25 of a Class A subordinate voting share purchase warrant.

THREE YEAR HISTORY

The following is a summary of key developments in the Company's business.

2016 Highlights

- With the approval of the holders of the Preference Shares, series 4, the Corporation's Preference Shares, series 4 were exchanged for: (i) 0.7136 of a new series of first preference shares of the Company, designated as First Preference Shares, series 5 ("**Preference Shares, series 5**"); and (ii) 0.25 of a warrant, each whole warrant entitling the holder thereof to purchase one Subordinate Share of the Corporation at \$6.00 per Subordinate Share at any time prior to or on June 30, 2019 ("**Subordinate Share Warrants**"). The plan of arrangement was completed on February 12, 2016, subsequent to which the Company issued 4,057,172 Preference Shares, series 5 with a face value of \$25.00 per share and 1,421,374 Subordinate Share Warrants. The Preference Shares, series 5 have a redemption date of June 30, 2019, subject to certain amounts that may be redeemed earlier in accordance with the terms of the Preference Shares, series 5. See "*Description of Share Capital – First Preference Shares*" for more information.
- Dundee Securities completed the sale of substantially all of the assets of Dundee Goodman Private Wealth to Echelon Wealth Partners Inc. ("**Echelon**"). The transaction with Echelon resulted in the transfer of approximately \$3.5 billion of investible client assets. In addition, and in order to assist Echelon with the integration of the business acquired, Dundee Goodman Private Wealth also transferred a significant part of its underlying operating infrastructure and staff resources associated with this division. See "*Business of the Company – Dundee Securities Ltd.*" for more information.
- United Hydrocarbon International Corp. ("**UHIC**") completed a restructuring transaction with the Company which resulted in UHIC emerging with an essentially debt-free balance sheet and sufficient working capital to pursue its immediate objective of attracting a joint venture partner or investors to fund the further development of its resources. As part of the restructuring, the Company converted approximately \$322.8 million aggregate principal amount of debt into common shares of UHIC, and it forgave all associated and accrued interest on such debt. See "*Business of the Company – Dundee Resources Limited – United Hydrocarbon International Corp.*" for more information.
- Dundee Acquisition Ltd. ("**Dundee Acquisition**") announced a proposed transaction pursuant to which it would complete, by plan of arrangement, a business combination and a series of real estate acquisitions to create a publicly-listed student housing owner/operator company. If completed, the transaction would constitute Dundee Acquisition's qualifying acquisition. At a meeting of Dundee Acquisition shareholders held on January 27, 2017, the proposed qualifying acquisition was approved, but the deposit of class A restricted voting shares for redemption exceeded the maximum threshold required to close. Accordingly, Dundee Acquisition has indefinitely adjourned the meeting of its shareholders until further notice. Dundee Acquisition is

reviewing strategic alternatives however, no assurance can be given as to the results of Dundee Acquisition's strategic review. See *"Business of the Company – Other Strategic Investments – Dundee Acquisition Ltd."* for more information.

- Dundee Securities Ltd. completed a transaction that resulted in the sale of the assets and liabilities related to its capital markets division to Eight Capital, a partnership formed by a consortium of individuals that were previously key employees of Dundee Securities' capital markets division. See *"Business of the Company – Dundee Securities Ltd."* for more information.
- Subsequent to year end, CMP 2016 Resource Limited Partnership, a flow-through limited partnership managed by Goodman & Company, Investment Counsel Inc. ("**GCIC**") raised aggregate gross proceeds of approximately \$20.7 million.
- Subsequent to year end, the Company received an indicative term sheet from members of its lending syndicate which will provide the Company with further proposed longer-term extension to its current credit facility. The proposed extension will require that the Corporation reduce amounts available pursuant to the credit facility to \$80 million. See *"Business of the Company – Credit Facility"* for more information.

2015 Highlights

- In 2015, the Company advanced on its strategy to create value for its stakeholders through the establishment of a wealth management business focused on the high-net-worth and ultra-high-net-worth markets.
- The Company moved to rationalize its merchant capital portfolio, focusing on those investments that the Company considers core to its expertise and aligned to its objectives of sustainable growth and value for shareholders. It has done so while divesting itself in an orderly and responsible manner of those assets that it no longer considers core to its business.
- The Company raised almost \$400 million during 2015 and preceding months from the sale of non-core portfolio assets, reduced debt levels, and has continued to fund the operations of those operating subsidiaries and investee companies that are considered core to its growth. These initiatives have positioned the Company for a recovery in the energy and resource sector, and the expansion of its wealth management business.
- The Company launched two alternative investment products: Dundee Acquisition Ltd., the first Canadian special purpose acquisition corporation launched in Canada, which raised over \$112.3 million in its initial public offering in 2015, and Dundee Sarea Acquisition I Limited Partnership, a private equity fund with committed capital of \$112.5 million designed to invest in companies requiring turn-around expertise in North America and Europe.
- CMP 2015 Resource Limited Partnership, the Company's flow through investment platform raised aggregate gross proceeds of \$20.27 million in 2015.
- The Company participated in a plan of arrangement that saw the acquisition by Oban Mining Corporation of three of the Company's investments; namely, Eagle Hill Exploration Corporation, Corona Gold Corporation and Ryan Gold Corp. The plan of arrangement improved the liquidity of the Company's investment and increased the underlying trading value of the securities.

2014 Highlights

- Dundee Sustainable Technologies Inc. ("**Dundee Technologies**"), formerly a private company majority owned by the Company, became a reporting issuer following an amalgamation with Creso Exploration Inc. Dundee Technologies is now listed on the Canadian Securities Exchange ("**CSE**") under the symbol "DST". The Company owns an approximate 63% equity interest and an 86% voting interest in Dundee Technologies on an undiluted basis and an approximate 70% equity interest and an 87% voting interest in Dundee Technologies assuming the exercise of the warrants held by the Company. See *"Business of the Company – Wealth Management Division – Dundee Resources Limited – Dundee Sustainable Technologies Inc."*

- Parq Holdings Limited Partnership, a joint venture between the Company, Paragon Development Ltd. and PBC VUR Limited Partnership, completed a USD\$415 million project financing for the development of a world-class urban resort adjacent to the B.C. Place Stadium in Vancouver, British Columbia.
- The Company acquired all of the issued and outstanding Class A common shares in the capital of Dundee 360 Real Estate Corporation (formerly 360 VOX Corporation, TSXV:VOX) (“**Dundee 360**”) that Dundee and its affiliates did not already own, being 227,704,303 common shares, for consideration consisting of 0.01221 of a Class A subordinate voting share in the capital of Dundee for each common share acquired. As a result of the arrangement, Dundee 360 is now a wholly-owned subsidiary of the Company.
- The Company sold 4,469,000 units of DREAM Office Real Estate Investment Trust and 8,600,000 units of DREAM Global Real Estate Investment Trust, for total gross proceeds of \$207,000,000, which were added to the Company’s working capital.
- Dundee Corporation and Dundee 360 signed a framework agreement with Gangwon Province to develop the East Coast Free Economic Zone in the Republic of Korea.
- The Company secured a \$300 million, three-year revolving term credit facility with a syndicate of Canadian Schedule I Chartered Banks, led by National Bank of Canada as lead arranger and administrative agent.
- Dundee Goodman Private Wealth, a division of Dundee Securities Ltd., acquired from Richardson GMP Limited a group of approximately 60 investment advisors and their related staff. At the time of acquisition, the portfolios of such investment advisors had a combined value of approximately \$2.0 billion.
- The Company acquired a further interest in CNSX Markets Inc., a Canadian private company and the operator of the Canadian Securities Exchange (formerly the Canadian National Stock Exchange).
- The Company restructured its portfolio of investments to consolidate its holdings of investments in the resource sector under its wholly-owned subsidiary, Dundee Resources Limited.
- CMP 2014 Resource Limited Partnership, a flow-through limited partnership managed by GCIC, raised aggregate gross proceeds of approximately \$31.9 million.

BUSINESS STRATEGY

Dundee Corporation is a holding company that owns and manages a portfolio of publicly listed and privately held businesses. The Company’s core business is focused on the active management and oversight of its portfolio of merchant capital investments. The Company has significant amounts of its own capital invested in these assets, alongside our clients and partners, helping ensure that our interests are appropriately aligned.

Dundee’s top strategic priority is to allocate and invest capital in a manner that consistently generates long-term value creation for our stakeholders and shareholders.

The Company’s merchant capital activities include the management of assets, both domestic and international, consisting of:

- Physical assets, primarily resource, real estate, agriculture and infrastructure assets that are owned or co-owned within our core operating entities and managed on behalf of the Company and its co-investors; and
- Securities, which include significant positions in companies engaged in financial services, resources and real estate activities and represent investments in physical assets such as those described above. Such securities are held on behalf of the Company and its clients and are managed by dedicated teams of investment professionals within the Dundee group of companies.

Dundee has traditionally been the sole source of capital for its investee companies. Beginning in 2016

and going forward, the Company has placed more emphasis on investing its capital alongside its partners. In so doing, the Company hopes to mitigate its risk by no longer being the sole source of capital for its businesses, while partnering with third-parties who in addition to providing capital, can also lend industry expertise and support for management teams at investee companies.

In 2016, the Company was focused on the rationalization of its merchant capital portfolio. As part of this process the Company is focusing on those investments which require more management oversight but which it also considers to be core to its expertise and aligned with its ability to generate sustainable growth and value for shareholders. This involves the disposition of non-core assets and the exiting of certain businesses, which has allowed for the redeployment of capital into core holdings and the re-allocation of management time.

At the corporate level, the Company took significant steps to transition and reposition its cost profile. This was consistent with the broader strategic goal of shedding our operating company structure to adapt a leaner organizational framework that is more reflective of a holding company structure. To that end, the Company has significantly reduced its head count. This has resulted in reduced overhead expenses which will translate to lower G&A costs moving forward.

A key component of the Company's vision and 2017 business plan is the continued expansion of its wealth management division. At the core of the wealth management strategy is the build out of a profitable, client-centric investment counsel/portfolio manager ("ICPM") platform. The Company believes that targeting and servicing the unique needs of the high-net worth and ultra-high-net worth market presents a significant opportunity for the Company. These segments are made up of successful business owners, entrepreneurs, corporate executives and other individuals with sophisticated wealth management and financial product and service needs. It is estimated that over the next decade these segments will be involved in the creation and transfer of a significant amount of wealth in Canada, which some third-parties estimate could total as much as four trillion dollars. By providing them with a seamless, integrated suite of client-centric wealth services we believe we can successfully differentiate ourselves from our competitors.

Primary objectives in 2017 for the wealth management division include:

- *Achieve critical mass within the ICPM platform through organic means and acquisitions.*

Our objective is to build an ICPM platform that is national in scope, with a network of offices servicing all major urban centres in Canada. Through organic growth, and the acquisition of existing businesses, we expect to continue the expansion of our ICPM platform in 2017 and beyond.

- *The ongoing development of our preferred partner network.*

The Company will provide a full suite of complementary services to its clients through a network of preferred suppliers. These complementary services include business succession planning, group pension and health benefits programs, property and casualty insurance products, real estate services, estate and tax planning and other services designed to meet the sophisticated and wide ranging needs of our clients. To ensure quality and consistency in the delivery of these services, the Company will actively manage the standards and service delivery of its network of business partners.

- *Leverage the Sotheby's International Realty Canada ("Sotheby's") business by growing it and offering more wealth management services to its clients.*

Sotheby's is another key component of the Company's wealth management strategy and enhanced service offering. Sotheby's, operated by the Company's real estate subsidiary, is Canada's leading real estate sales and marketing company for the country's most exceptional properties and is well positioned to serve the high-net worth and ultra-high-net worth markets. Through this relationship, the Company expects to drive significant synergies through referrals and other services.

We believe that over time the successful execution of the wealth management strategy will help generate more regular and predictable cash flows for the Company. It is anticipated that future cash flows in the wealth management business will come from a combination of asset management and performance based fees.

We continue to believe that in order to successfully implement our strategic vision, there needs to be a

strong alignment of interests between shareholders, the clients we serve and our management team. The Company values entrepreneurship and is committed to rewarding performance, innovation and growth. Central to this is a willingness to provide key employees with an opportunity through ownership or quasi-ownership structures, to share in the growth and profitability generated through their direct efforts.

BUSINESS OF THE COMPANY

Goodman & Company, Investment Counsel Inc.

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.

GCIC and DGIM are the entities through which the Company intends to build out its ICPM platform. The Company believes that targeting and servicing the unique needs of the high-net worth and ultra-high-net worth markets presents a significant opportunity. These markets consist of successful business owners, entrepreneurs, corporate executives and other individuals with sophisticated wealth management and financial product and service needs. It is estimated that over the next decade, high-net worth and ultra-high-net worth individuals will be involved in the creation and transfer of a significant amount of wealth in Canada, which some third parties estimate could total as much as four trillion dollars. By providing a seamless, integrated suite of client-centric wealth services, the Company believes that it can successfully differentiate itself from other competitors.

The Company’s current objective is to build an ICPM platform that is national in scope, with a network of offices servicing major urban centres in Canada, both through acquisition of established businesses and through organic client acquisition. This is a strategically important platform for the Company, as the insights gathered from high-net worth and ultra-high-net worth clients will enable the creation of highly customized and unique alternative products.

The Company intends to provide a full suite of complementary wealth and lifestyle services to its clients through a network of preferred suppliers. These complementary services include business succession planning, group pension and health benefits programs, property and casualty insurance products, real estate services, estate and tax planning and other services designed to meet the sophisticated and wide ranging needs of its clients. To ensure quality and consistency in the delivery of these services, the Company will actively manage the standards and service delivery of its network of business partners.

As at December 31, 2016, GCIC had \$173.8 million of assets under management. Additional information about GCIC may be accessed at www.goodmanandcompany.com.

Dundee Securities Ltd.

Dundee Securities Ltd. (“**DSL**”) is a full-service securities broker and member of the Investment Industry Regulatory Organization of Canada (“**IIROC**”). Operations are carried out directly, and through several sister companies including Dundee Securities Europe Ltd., a company authorized by the Financial Services Authority in the United Kingdom for the purposes of security brokering and asset management; Dundee Securities Inc., a member of the Financial Industry Regulatory Authorities and registered as a broker dealer with the U.S. Securities Exchange Commission; and Dundee Goodman Insurance Agency Ltd., which is licensed by the Financial Services Commission of Ontario, the British Columbia Insurance Council, the Alberta Insurance Council and the Autorité des Marchés Financiers to carry on business as a life insurance agent (collectively the “**DSL Group**”).

The Capital Markets Division

In December 2016, DSL completed the sale of substantially all of the assets of the Capital Markets Division to a new employee-owned partnership, Eight Capital. Dundee Corporation provided capital, in the form of subordinated debt, to match the level of capital provided by key employees as equity holders.

The subordinated debt was issued on normal commercial terms and is enhanced with a revenue-based royalty arrangement. The sale of Dundee Securities Inc., a subsidiary of Dundee Securities Ltd., to Eight Capital is expected to receive regulatory approval in the second quarter of 2017.

The Retail Division and Other Division Activities

In April 2016, Dundee Securities completed the sale of substantially all of the assets of Dundee Goodman Private Wealth to Echelon Wealth Partners Inc. (“**Echelon**”). The transaction with Echelon resulted in the transfer of approximately \$3.5 billion of investible client assets. In addition, and in order to assist Echelon with the integration of the business acquired, Dundee Goodman Private Wealth also transferred a significant part of its underlying operating infrastructure and staff resources associated with this division. Dundee Securities received cash consideration of \$9.3 million on the sale. In addition, DSL may receive up to another \$4.2 million in cash consideration, contingent on the retention of AUA by Echelon over a 12-month period from the completion of the sale.

In connection with completion of the transaction with Echelon, and in order to facilitate the transition of client accounts, Dundee Securities has agreed to provide Echelon with certain back-office activities on a cost-recovery basis.

Additional information about the operations of Dundee Securities and its various business divisions may be accessed at either www.dundeecapitalmarkets.com or www.dundeesecurities.com.

Dundee Resources Limited

Dundee Resources Limited (“**Dundee Resources**”) is a wholly-owned subsidiary of the Company that provides technical support to Dundee and certain of its subsidiaries in evaluating potential investments in companies engaged in the mining and energy sectors and preparing due diligence and research reports in connection with such investments. Information concerning certain strategic and other investments in the resource sector are described below.

United Hydrocarbon International Corp.

UHIC is a privately-held Canadian company engaged in the exploration, development and production of oil and gas in the Republic of Chad. In May 2012, UHIC was awarded a Production Sharing Contract (“**PSC**”) with the government of the Republic of Chad through its wholly-owned subsidiary, United Hydrocarbon Chad Ltd. The PSC provides UHIC with the exclusive right to explore and develop oil and gas reserves in four distinct blocks: the DOC Block and the DOD Block (together the “**Doba Basin**”); Block H; and the Largeau III Block. UHIC has historically focused its efforts on the Doba Basin and Block H, and will evaluate the Largeau III Block, a more remote and relatively unexplored area, as part of its long-term strategy.

The Doba Basin is located in southern Chad and is the primary oil producing region of the country, having seen cumulative production in excess of 500 million barrels since 2003. The DOC and DOD blocks are within the Doba Basin and have extensive 2D and modern 3D seismic data coverage over the blocks. UHIC is currently in the first exploration phase of the PSC, with multiple new discoveries already having been made on the DOC and DOD blocks. There were two existing discoveries on the blocks that belong to UHIC, Belanga and M'Biku both of which were made by prior block operators. The remaining discoveries were made by UHIC during the 2014 and 2015 drilling campaign. Drilling activities in the Doba Basin resulted in six successful oil appraisal wells at Belanga, an oil discovery in the Campanian at Belanga North, and two new oil discoveries at Lara 1 and Lara East 1, both within 10 kilometres of Belanga. All of which discoveries are situated in close proximity to the Mondouli oil field currently being produced and operated by Exxon.

Block H is located in west-central Chad on the border with Niger, directly adjacent to the Agadem blocks currently held by CNPC and Savannah Petroleum. Within Block H there are two known oil discoveries, namely Kumia and Kanem. There is also an extensive seismic database that has been used by previous operators to identify more than 200 exploration leads on the block. UHIC has completed an independent interpretation of the seismic data and is updating and further validating the exploration potential of the Block. Future activities will include the completion of the scientific work related to regional geological and geophysical mapping to support prospect identification and modern seismic acquisition and interpretation

as early as 2017, depending on the oil price environment and availability of capital. The Largeau III Block is more remote and relatively unexplored, with activity in the area being focused on desktop and scientific studies to further understand the potential.

UHIC has been impacted by the downward commodity pricing pressures which are currently being faced by many international oil and gas companies. The Brent oil price fell over 50% in the second half of 2014, and fell to lows of US\$36.11/bbl in 2015 and US\$27.88/bbl in early 2016. The reduction of Brent oil prices generally increased the cost of both debt and equity capital to oil and gas companies, while also challenging the short term returns of prospective projects. These external factors are beyond the control of the Company, and have impeded its ability to immediately raise the capital that is required for UHIC to access resources and further develop and advance its business strategy of converting resources to reserves, and establishing production. In response to this, in early 2015, UHIC temporarily suspended drilling operations, releasing the drilling rig, and issuing contract suspension and termination notices to most of its service providers. On an ongoing basis, the Company anticipates that UHIC will require approximately US\$1.0 million per month to ensure the maintenance of its resource properties, and to meet its obligations under the PSC, until such time as additional financing can be obtained, or a position can be farmed out.

In 2016 UHIC completed a capital restructuring focused on converting its long term debt obligations to the Company into equity:

- Convertible debentures of \$202 million, promissory notes of \$119 million and related party payables of \$2 million were converted at \$0.57/share into 565 million common shares;
- The interest on all long-term debt obligations was forgiven;
- The debt holders also agreed to cancel their purchase warrants, advisory options and 20 million bonus shares issued in 2014, and to tender their remaining \$3 million of convertible promissory notes into the \$12.2 million private placement cited below.

In 2016 UHIC closed a \$12.2 million common shares private placement (\$0.10/share). Net cash proceeds received were \$9.2 million, the balance of \$3 million being the above referenced tendering of the convertible promissory notes at the conversion price of \$0.10 per share.

During 2016, UHIC:

- Continued petroleum system analysis of the Doba Basin, the identification and development of prospects and resource calculations, and engineering work to identify and assess different near-term production scenarios;
- Completed seismic re-interpretation and continued to identify additional leads and prospects in Block H;
- Updated the independent resource reports for Block H and Doba;
- Opened a data room for the purpose of evaluating strategic alternatives including finding potential farm-out partners;
- Completed the final four pit reclamations used for drilling operations; and
- Upgraded storm water drainage facilities at the Belanga camp/warehouse site.

As at February 29, 2017, the Company held an approximate 85% equity interest in UHIC, with the remaining 15% issued to non-controlling shareholders. Additional information regarding UHIC may be accessed at www.unitedhydrocarbon.com.

Disclosure of Reserves Data and Other Oil and Gas Information

Attached to this Annual Information Form as Schedules A and B, respectively, are UHIC's Statement of Reserves Data and Other Oil and Gas Information for fiscal year ended December 31, 2016 (Form NI 51-101F1) and the Report of Management and Directors on Oil and Gas Disclosure (Form NI 51-101F3). The Company consolidates UHIC's results with its own. Readers are cautioned that apart from the Company's equity interest in UHIC and its rights as lender under outstanding debt arrangements, the Company does not have any direct or indirect interest in, or right to, the properties of UHIC, nor does the Company have any direct or indirect obligation in respect of, or liability for, the costs incurred by UHIC.

Dundee Precious Metals Inc.

Dundee Precious Metals Inc. (“**Dundee Precious**”) (TSX:DPM) 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’ principal assets include the Chelopech operations in Bulgaria, which produce a copper concentrate containing gold and silver and a pyrite concentrate containing gold; and the Tsumeb smelter in Namibia, a complex concentrate processing facility. Dundee Precious also holds interests in a number of other developing gold and exploration properties in Bulgaria, Serbia and northern Canada, including the Krumovgrad mine, which started construction in the fourth quarter of 2016 and is expected to commence operations in the fourth quarter of 2018, its 100% interest in Avala Resources Ltd. and its 10.7% interest in Sabina Gold & Silver Corp.

During 2016, Dundee Precious produced gold on a net by-product basis of US\$562.00 per ounce, and US\$738.00 per ounce on an all in sustaining cost basis, both on a consolidated basis. Low cash-cost continued to help Dundee Precious sustain operations during the challenging commodity price environment in 2016 for gold and copper.

The Chelopech mine produces a complex concentrate that would normally place the producer at risk for both pricing and access to smelting capacity. However, Dundee Precious has mitigated this potential risk through vertical integration of the operations at the Chelopech mine with the Tsumeb smelter in Namibia, where Dundee Precious has established a secure and cost managed means to treat the product. However, at December 31, 2016, and primarily attributable to lower forecasted third party toll rates and lower forecasted volumes related to a slower ramp-up of throughput to 370,000 tonnes per year, Dundee Precious determined that its carrying value of the Tsumeb smelter exceeded its estimated recoverable amount, resulting in an impairment charge of US\$107.0 million.

In April 2016, Dundee Precious sold its interest in the Kapan mine located in Armenia. Dundee Precious received aggregate proceeds of approximately US\$29.8 million, including US\$15.2 million shares of the buyer that were subsequently sold for US\$14.8 million. Dundee Precious has retained a 2% net smelter royalty on all future production from the Kapan property.

In July 2016, Dundee Precious completed a financing of \$54.65 million at \$3.00 per share. Concurrent with the financing, the Company purchased 840,000 common shares of Dundee Precious pursuant to a non-brokered private placement at an equivalent price of \$3.00 per share. In January 2017, Dundee Precious further strengthened its liquidity through the issuance of a further 17.8 million common shares at \$2.45 per share. Proceeds will be used by Dundee Precious for the construction of the Krumovgrad mine.

At December 31, 2016, Dundee Corporation held an approximate 23% interest in Dundee Precious. Following the private placement completed by Dundee Precious in January 2017, the Company’s interest in Dundee Precious was diluted to 20%.

Common shares of Dundee Precious are traded on the TSX under the symbol “DPM”. Additional information about Dundee Precious may be accessed at www.dundeeprecious.com.

Dundee Sustainable Technologies Inc.

Dundee Sustainable Technologies Inc. (“**Dundee Technologies**”) (CSE:DST) is engaged in the development of environmentally-friendly technologies for the treatment of complex materials in the mining industry. Through the development of patented, proprietary processes, Dundee Technologies extracts precious and base metals from ores, concentrates and tailings, while stabilizing contaminants such as arsenic, which could not otherwise be extracted or stabilized with conventional processes because of metallurgical issues or environmental considerations.

Cyanidation, a commonly used procedure for processing gold, typically produces large amounts of highly contaminated tailings. Numerous countries have restricted or banned the use of cyanide or refuse to issue permits for projects because of the use of cyanide. As a result, there are a significant number of ore bodies that remain stranded due to the lack of an environmentally-acceptable process to extract the gold. Dundee Technologies’ patented chlorination process provides a cyanide-free alternative for the exploitation of gold deposits. The primary benefits of this innovative technology is shorter processing times within a closed loop operation, an inert and stable cyanide-free tailings, and an elimination of the

need for a costly liquid tailings pond.

In late 2015, Dundee Technologies commissioned an industrial demonstration plant, enabling it to proceed with the demonstration phase of the project. At December 31, 2016, Dundee Technologies had expended \$18.9 million towards the construction and operation of the demonstration plant.

In order to establish the proof of concept for the chlorination process, Dundee Technologies has established an agreement with Dundee Precious pursuant to which Dundee Precious agreed to supply refractory gold bearing pyrite concentrate from its Bulgarian mining operations for processing. Processing commenced at the demonstration plant in November 2015 and was completed in March 2016 with a total of 170 tonnes of the concentrate processed. The results of the testing were independently verified through the Canadian Environmental Technology Verification Program ("Canadian ETV"). The Canadian ETV stamp of approval is an independent certification program that is designed to support Canada's environmental industry by providing credible and independent verification of technology claims. It also provides assurances that environmental performance claims are valid and supported by high quality, independent test data and information. The certification confirms that Dundee Technologies' cyanide-free gold extraction process achieved an average yield of at least 81%, while the average yield using conventional methods was approximately 71% on the same material.

This particular refractory concentrate was chosen due to the difficulty of extracting the gold using conventional processes, hence demonstrating the effectiveness of the Dundee Technologies gold process. Processing of the concentrate also allowed Dundee Technologies to confirm the efficiencies of the components of the plant, which responded well and according to expectations. Finally, the process successfully demonstrated the closed loop operation of the plant with the recycling and regeneration of the reagents. As well, all solid residues met or exceeded environmental norms.

In August 2016, Dundee Technologies began its second demonstration campaign to process 40 tonnes of complex concentrates containing 110 grams of gold, 9% copper and 700 ppm of mercury from Chile. The processing was completed in December 2016 and a gold extraction yield of 97.3% was achieved at the outlet of the chlorination reactor. Dundee Technologies will issue the final report in March 2017. The intention is to initiate an independent technical-economic study, designed with the objective of building a processing facility in a suitable market.

In addition to its chlorination process, Dundee Technologies has constructed a pilot plant to demonstrate its arsenic stabilization process, which is designed for the sequestration of this contaminant into a stable glass form. This process is an attractive technique to permanently segregate arsenic and presents opportunities to process materials considered too toxic to be exploited or stabilized using conventional mining methods.

In February 2016, Dundee Technologies entered into an agreement to evaluate the feasibility of integrating the arsenic stabilization process to arsenical flue dusts produced by that company's operations. The first stage of this agreement was completed during the third quarter of 2016 and confirmed that on a pilot plant scale, the technology can be implemented successfully on the matter targeted for stabilization. This program demonstrated the stability of the produced glass, which contained up to 20.4% arsenic, by passing the United States Environmental Protection Agency's toxicity characterization leaching procedure ("TCLP"). Dundee Technologies is now finalizing the detailed engineering for an industrial scale arsenic plant to be installed at the customer's facility.

In March 2017, Dundee Technologies was selected as a semifinalist in the Disrupt Mining contest held during the Prospectors and Developers Association Conference. This selection put DST in the top 10% of all entries submitted to the contest. Visibility at the contest allowed DST to market its technologies to most of the major gold companies in Canada and others from around the world. This marketing opportunity was instrumental to DST moving ahead its commercialization of its technologies and has already allowed DST to quote on solutions for several gold mining companies.

At December 31, 2016, the Company held 178.1 million subordinate voting shares and 50.0 million multiple voting shares of Dundee Technologies, representing a 66% equity interest and an 85% voting interest. Additional information regarding Dundee Technologies may be accessed at www.dundeetechnologies.com.

Osisko Mining Inc.

Osisko Mining Inc. (“**Osisko**”) (formerly Oban Mining Corporation) (TSX:OSK) is a mineral exploration company focused on the acquisition, exploration and development of precious metals resource properties in Canada. Osisko’s flagship projects are the high-grade Windfall Lake gold deposit located between Val-d’Or and Chibougamau in Québec (the “**Windfall Lake Project**”) and the Marban Block property located between Val-d’Or and Malartic in Québec (the “**Marban Block Project**”). Osisko holds a 100% interest in the Windfall Lake gold deposit located between Val-d’Or and Chibougamau in Québec and holds a 100% undivided interest in a large area of claims in the surrounding Urban Barry area (82,400 hectares), a 100% interest in the Marban project located in the heart of Québec’s prolific Abitibi gold mining district, and properties in the Larder Lake Mining Division in northeast Ontario, including the Jonpol and Garrcon deposits on the Garrison property, the Buffonta past producing mine and the Gold Pike mine property. Osisko also holds interests and options in a number of additional properties in northern Ontario.

Since reorganizing in August 2015, Osisko has completed over 30 transactions, and it has raised approximately \$91 million. Approximately \$33.0 million has been spent on exploration and evaluation assets, predominantly on the Windfall Lake and Urban Barry properties, and a further \$8.6 million was spent on general and administrative costs. Osisko raised approximately \$83.0 million through multiple financings, and it has had continued success on its 150,000 metre and 250,000 metre drill programs at Windfall Lake and Urban Barry, with over 24 positive press releases expanding the resource both at depth and along strike with the step-out holes.

At December 31, 2016, Osisko had approximately \$95 million in cash, cash equivalents and marketable securities. The Company has four main deposits that contain an aggregate of 3.42 million ounces of global resources in the measured mineral resource and the indicated mineral resource categories and an aggregate of 1.8 million ounces of global resources in the inferred mineral resource category.

Osisko is planning to increase its drilling program on all properties. A 250,000 metre drill campaign is expected to place 16 to 20 drill rigs on the Windfall Lake Property and Urban Barry area and a 35,000 metre drill campaign using 6 rigs in Garrison Township, Ontario. Subsequent to year end, Osisko commenced its feasibility study on the Windfall Lake Property and will begin de-watering the exploration ramp in the second quarter of 2017. The goal of the program is to increase the confidence in all the existing resources as well as to expand all existing resources. Osisko is working towards an initial resource update over the course of 2017 on the Urban Barry and Windfall Lake Properties.

At December 31, 2016, the Corporation held an approximate 4.4% interest in Osisko. Additional information regarding Osisko may be accessed at www.osiskomining.com.

Dundee Energy Limited

Dundee Energy Limited (“**Dundee Energy**”) (TSX:DEN) is a small-cap Canadian-based company focused on creating long-term value through the development and acquisition of high-impact energy projects. Dundee Energy’s principal operating assets, owned through its principal subsidiary Dundee Energy Limited Partnership (“**DEL**P”), are located in and around Lake Erie in southern Ontario, Canada. In addition to its operations in southern Ontario, Dundee Energy, through its 74% owned subsidiary, Castor UGS Limited Partnership, owns a 33% interest in Escal UGS S.L., a company incorporated under Spanish jurisdiction. Escal UGS S.L. is the developer and former owner of a Spanish infrastructure undertaking that converted an abandoned oilfield offshore Spain to a natural gas storage facility. See “*Business of the Company – Escal UGS S.L.*” below for more information.

DEL P continues to generate positive cash flows from its assets in southern Ontario, and it continues to remain in compliance with the financial covenant requirements of its credit agreement. However, the low commodity price environment has, in the view of DEL P’s lender, eroded the value of DEL P’s assets in southern Ontario, and it has therefore also eroded the lender’s underlying secured interest in such assets. DEL P’s lender requested that DEL P further reduce its borrowings under the credit facility by early 2017. DEL P was not able to meet these requirements and in January 2017, it requested and it obtained a waiver from its lender, maintaining its borrowing availability at \$58 million, conditional on DEL P agreeing to the terms of a forbearance agreement (the “**Forbearance Agreement**”). On January 31, 2017, DEL P entered into the Forbearance Agreement with its lender, pursuant to which, and provided that certain conditions are met, DEL P’s lender has agreed to forbear from exercising its enforcement rights and

remedies under the terms of the credit facility until the earlier of May 15, 2017 and the occurrence of certain other events such as the occurrence of an event of default under the terms of the credit facility or Forbearance Agreement.

In connection with these events, and with the approval of its board of directors, Dundee Energy initiated a strategic review process for DELP, the purpose of which is to identify strategic alternatives available to Dundee Energy with respect to enhancing the value of its investment in DELP. Strategic alternatives may include a debt restructuring, a sale of all or a material portion of the assets of DELP, the outright sale of DELP, or a business combination or other transaction involving DELP and a third party. The Forbearance Agreement provides a definitive timeline within which Dundee Energy will be required to complete this process. Dundee Energy has engaged independent financial advisors to advise it in connection with this comprehensive review and analysis.

At December 31, 2016, the Corporation held a 58% interest in Dundee Energy. Additional information about Dundee Energy may be accessed at www.dundee-energy.com.

Escal UGS S.L.

Escal UGS S.L. ("**Escal**") was the original developer of a Spanish infrastructure undertaking that converted an abandoned oilfield to a natural gas storage facility (the "**Castor Project**"). Escal is incorporated under Spanish jurisdiction. ACS Servicios Comunicaciones y Energia S.L. ("**ACS**"), a construction group in Spain, is a 67% shareholder of Escal. Dundee Energy, through its 74% interest in Castor UGS Limited Partnership ("**CLP**") holds the remaining 33% interest in Escal, providing the Company with an effective 14% interest in the Castor Project.

In 2015, CLP commenced binding arbitration proceedings to resolve certain contractual disputes with ACS. The arbitration was in accordance with the rules of the International Chamber of Commerce in Paris, and was heard by an arbitral tribunal consisting of three arbitrators. Evidentiary hearings were completed in late July 2016.

On March 27, 2017 Dundee Energy announced that the arbitral tribunal of the International Chamber of Commerce rendered its decision related to the Castor Project in Spain, denying the claim made by CLP. The decision was rendered by a majority of the three-person tribunal, with the third member issuing a dissenting opinion. Counsel is reviewing the decision to determine what steps may be taken based on the decision rendered.

Additional information regarding Escal may be found on SEDAR under Dundee Energy's profile at www.sedar.com.

Red Leaf Resources Inc.

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

In March 2015, Red Leaf announced the suspension of construction of the Early Production System ("**EPS**") in order to re-engineer the design. In May 2016 Red Leaf's partner, Total E&P USA Oil Shale, LLC ("**Total**"), notified the company that it did not want to proceed with the EPS project. Red Leaf and Total continue to be engaged in discussions to find a mutually acceptable resolution.

As at December 31, 2016, Dundee held 21.59% of the Preferred Series A Stock and nominal amount of Common Stock. Dundee acquired the Preferred Series A Stock for US\$10.0 million in 2010. Additional information regarding Red Leaf may be accessed at www.redleafinc.com.

Dundee Agricultural Corporation

Dundee Agricultural Corporation ("**Dundee Agriculture**"), a wholly-owned subsidiary of the Company is the Company's investment vehicle for agriculture and aquaculture investments. Dundee Agriculture holds investments in Blue Goose Capital Corp. ("**Blue Goose**") and AgriMarine Holdings Inc.

Blue Goose Capital Corp.

Blue Goose is a privately-held Canadian company focused on the production, distribution and sale of organic, antibiotic and animal by-product free and traditional protein products including beef, poultry and fish.

We continue to see our investment in the agriculture business as providing protection against inflation with a significant opportunity to benefit from a dynamic and rapidly growing organic and natural food sector. In late 2014, Blue Goose appointed new leadership with significant knowledge of the agriculture and agri-business industries in Canada, and subsequently took steps in 2015 and 2016 to restructure the business by divesting certain assets and acquiring others. Specifically, as part of its strategy, Blue Goose divested some of its non-core and underperforming assets in 2015 and 2016, including its Wagyu business, aggregates business, feed business and certain properties in northern Ontario.

In October 2016, Blue Goose used the proceeds from certain banking facilities and a strategic \$20 million investment in Blue Goose by Dundee and a new strategic investor to acquire Tender Choice Foods Inc. ("**Tender Choice**"), a leading Burlington, Ontario based secondary processing plant specializing in the processing, packing and distribution of poultry, pork and beef products. Blue Goose's acquisition of Tender Choice contributes to its poultry division by significantly improving the vertical integration of its operations and providing the opportunity for future margin enhancement through its size and scale.

In its cattle division, during 2016, Blue Goose increased its real property footprint through the acquisition of acreage in western Canada which it will use for grazing and feed production. It further increased the size of its organic herd in order to ensure that it is able to meet increasing demand. The cattle division also acquired a new brand, Cache Creek Natural Beef, which is a well known brand in Western Canada in the food service space.

In its poultry division, in late 2015 through 2016, Blue Goose successfully introduced new consumer packaged good products, including chicken sausages, chili and broth.

In its fish division, Blue Goose continues to expand its fish operations and has applied for new site and larger feed licences in order to increase its production capability.

At December 31, 2016, the Company held a 90.3% interest in Blue Goose. Additional information about Blue Goose may be accessed at www.bluegoosepurefoods.com.

AgriMarine Holdings Inc.

AgriMarine Holdings Inc. ("**AgriMarine**") is a private company engaged in fish farming activities using both conventional netting systems and other proprietary aquaculture technologies. AgriMarine has three principal assets: a Steelhead salmon fish farm known as West Coast Fishculture, located in Powell River, British Columbia; a suite of patents pertaining to a closed-containment tank technology used to rear finfish; and an engineering company known as "AgriMarine Technologies" ("ATI") that supports internal needs and provides engineering services to third-party fish farm operators.

AgriMarine continues to rationalize its cost structure, focusing on achieving profitability for its West Coast Fishculture farming operation and sourcing third-party revenue for its ATI division, while it continues to prove the scientific and commercial viability of its closed-containment tank technology.

The Corporation holds a 100% interest in AgriMarine. Additional information about AgriMarine may be accessed at www.agrimarine.com.

Real Estate Investments

The Company holds a portfolio of investments focused on the development and management of Canadian and international real estate assets. Information with respect to certain real estate investments by the Company is described below.

Dundee 360 Real Estate Corporation

Dundee 360 Real Estate Corporation ("**Dundee 360**") is a real estate company that offers integrated management services in the development, marketing, sales and project administration of high-end single purpose and mixed-use, residential, hotel and recreational residential real estate assets.

In 2016, Dundee 360 introduced new leadership and has made strategic decisions to shift the Company's focus from the international market to the Canadian market to achieve greater alignment with the services provided by its affiliates, Sotheby's International Realty Canada ("**Sotheby's Canada**") and Dundee Global Investment Management Inc. Combining an internationally recognized real estate brand with local market knowledge and specialized marketing expertise, Sotheby's Canada is a leading real estate sales and marketing company for luxury properties in Canada.

For 2017, Dundee 360 and Sotheby's Canada intends to capitalize on the continued densification of core downtown and suburban areas in major Canadian cities and on the expansion of the affluent and middle classes, which is expected to drive investments in urban and recreational single purpose and mixed-use developments. Sotheby's Canada will continue its growth by focusing on attracting professional, ethical, service-oriented and experienced real estate agents that are motivated to grow their business using the Sotheby's Canada brand. By enhancing synergies between Company affiliates and directly leveraging the prestigious Sotheby's Canada brand and its representatives, Dundee 360 expects to generate Canadian project real estate opportunities that will benefit the Company's affiliates.

As at December 31, 2016, Dundee 360 was a wholly-owned subsidiary of the Company. Additional information about Dundee 360 may be accessed at www.dundee360.com.

DREAM Unlimited Corp.

DREAM Unlimited Corp. ("**DREAM**") is one of Canada's leading real estate companies with approximately \$14 billion of assets under management in North America and Europe. The scope of DREAM's business includes residential land development, housing and condominium development, asset management of four TSX listed trusts and institutional partnerships, and investments in and management of Canadian renewable energy infrastructure and commercial property ownership.

Since first becoming a public company in 2013, DREAM has shifted its business focus more towards real estate development, including the development of retail centers within its master planned communities in western Canada; the recent emergence of commercial development on lands held; and the significant expansion of condominium and mixed-use properties within urban development sites.

As a result of low cost land, preferred locations and an established track record, condominium development projects are expected to continue to be robust. During 2016, DREAM achieved 1,456 condominium unit closings (711 at DREAM's share) within DREAM's completed downtown Toronto projects. Over the next year, DREAM expects to launch new condominium projects on existing land inventory, including the Distillery District (approximately 500 – 600 units), the Canary District (approximately 1,200 units) and Riverside Square (approximately 928 units).

While the housing business in western Canada continues to be affected by declining economic conditions in those provinces, DREAM continues to make progress in securing land approvals and re-aligning its operations to suit changes in these local markets. DREAM has already secured deposits on sales of approximately 570 lots and 15 acres in this region, which is in excess of its results for all of 2016. DREAM believes this pre-sales activity is a positive indication for the future profitability of its land business.

DREAM's asset management business consists of a team of real estate and infrastructure professionals with backgrounds in property management, architecture, urban planning, engineering, development, construction and finance. DREAM provides asset management to four publicly listed funds, its renewable power business and various institutional partner/third-party real estate and development assets.

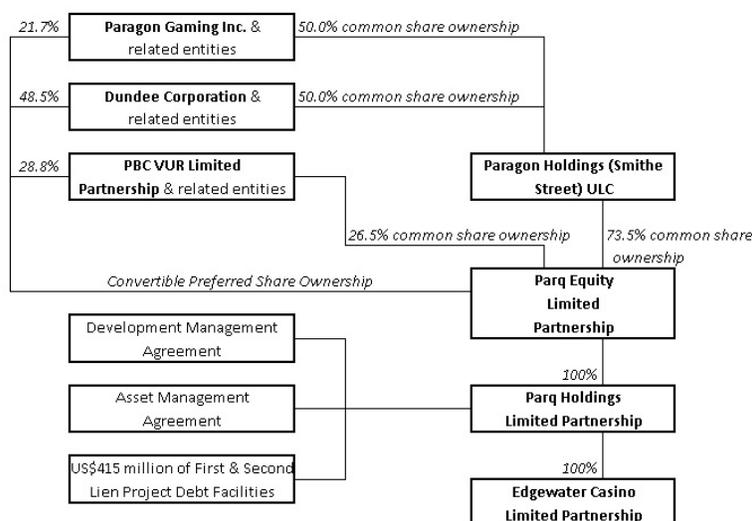
Dundee Corporation currently holds a 20% interest in DREAM. Additional information regarding DREAM is available at www.dream.ca.

Paragon Holdings (Smithe Street) ULC / Parq Equity Limited Partnership

Paragon Holdings (Smithe Street) ULC is a joint venture established between the Company and Paragon Gaming Inc., a Las Vegas-based casino resort developer and operator to build, own and operate a Vancouver-based urban entertainment and leisure resort being constructed adjacent to the B.C. Place stadium and will house the relocated Edgewater Casino (the "Parq Resort"). Located in downtown Vancouver, the Edgewater Casino has been operating as a stand-alone casino since 2005.

In 2014, PBC VUR Limited Partnership, a partnership managed by PBC Real Estate Advisors Inc., an asset management company engaged in pursuing, developing, acquiring, funding and managing various real estate assets including land, real property and mortgages on behalf of its institutional client base joined the ownership group through an investment in Paragon Holdings (Smith Street) ULC and at the same time became a co-developer of the project.

In mid-2016 and due to design changes and related construction delays, the opening of the resort was extended to September 30, 2017. Additional costs related to these changes were funded by Paragon Holdings, PBC and the Company and undertaken through an issuance of Convertible Preferred Shares by Paragon Equity Limited Partnership.



Between the preferred and common shares, Paragon Holdings holds an ‘as-converted’ ownership interest of 32.9% in Paragon Holdings Limited Partnership and in turn the Edgewater Casino Limited Partnership. On the same basis, PBC VUR Limited owns an ‘as-converted’ ownership interest of 27.4% and the Company owns an ‘as-converted’ ownership interest of 39.8%.

Parq Vancouver is scheduled to open on September 30, 2017. It has a direct connection to BC Place Stadium, includes two Marriott branded hotels with 517 rooms, extensive convention and dining facilities, parking and a spa and casino which will commence operations with 600 slot machines and 75 gaming tables.

Other Strategic Investments

Dundee Acquisition Ltd.

On March 5, 2015, the Company created Dundee Acquisition Ltd. (“**Dundee Acquisition**”), a special purpose acquisition corporation (“**SPAC**”). A SPAC is a publicly traded corporation that has no operating business and uses the money raised from the sale of equity in an initial public offering to finance an acquisition or merger of one or more businesses or assets by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination (a “**Qualifying Acquisition**”).

Dundee founded Dundee Acquisition with an initial subscription of class B common shares with a value of \$25,000 or \$0.008 per share. On April 21, 2015, Dundee Acquisition completed an initial public offering of its class A restricted voting units at \$10.00 per unit, each unit consisting of a class A restricted voting share, and one-half of a warrant, each whole warrant entitling the holder to purchase an additional share of Dundee Acquisition at \$11.50 per share, subject to certain conditions as outlined in the prospectus supporting the initial public offering. Dundee Acquisition raised aggregate proceeds of \$112.3 million pursuant to the initial public offering, including proceeds received on the exercise of an over-allotment

option granted to its underwriters. In connection with the initial public offering and its role as sponsor of Dundee Acquisition, the Company acquired 430,750 additional class B common shares of Dundee Acquisition at \$10.00 per unit.

At December 31, 2016, Dundee Acquisition had 14,575,937 shares outstanding, comprised of 11,230,000 class A restricted voting shares and 3,345,937 class B common shares of which the Company held 3,272,677 class B common shares, representing a 22% interest.

The class A restricted voting shares of Dundee Acquisition provide the holders with the right to redeem their shares in the event that a Qualifying Acquisition is not completed within 21 months from the closing of the initial public offering, or in certain other conditions as outlined in the prospectus.

In connection with the initial public offering, Dundee Acquisition placed \$10.00 per class A restricted voting share into an escrow account to settle any redemption requirement. The Company, as founder and sponsor of Dundee Acquisition, does not have access to these funds to fund ongoing operations, including legal and due diligence work necessary to complete a Qualifying Acquisition. The Company has also executed a make-whole agreement and undertaking in favour of Dundee Acquisition, whereby Dundee has agreed to indemnify Dundee Acquisition in certain limited circumstances where the funds held in escrow are reduced to below \$10.00 per class A restricted voting share.

On August 25, 2016, Dundee Acquisition announced a proposed transaction pursuant to which it would complete, by plan of arrangement, a business combination and a series of real estate acquisitions to create a publicly-listed student housing owner/operator company. If completed, the transaction would constitute Dundee Acquisition's Qualifying Acquisition. On November 25, 2016, Dundee Acquisition filed a long-form non-offering prospectus and, on November 29, 2016, it filed a management information circular detailing the proposed plan of arrangement. The proposed Qualifying Acquisition was conditional on a number of factors, including obtaining shareholder and regulatory approval, and ensuring that Dundee Acquisition shareholders electing for redemption of their class A restricted voting shares did not exceed certain thresholds so as to leave a targeted minimum amount of cash in the surviving entity. On December 15, 2016, Dundee Acquisition amended its proposed Qualifying Acquisition to include an offering of up to \$50,000,000 of its class B common shares to fund its anticipated future growth and, if required, to fully or partially offset any redemptions of class A restricted voting shares. On January 20, 2017, the Company announced that, together with other founding shareholders, and in order to further incent completion of the proposed Qualifying Acquisition, it would agree, subject to completion of the proposed Qualifying Acquisition, to the forfeiture of up to 75% of its founder's shares, and it agreed to certain earn-out conditions based on the trading price of the shares post completion of the Qualifying Acquisition.

While the shareholders of Dundee Acquisition approved the proposed Qualifying Acquisition on January 27, 2017, the deposit of class A restricted voting shares for redemption exceeded the maximum threshold. Accordingly, Dundee Acquisition has indefinitely adjourned the meeting of its shareholders until further notice. Dundee Acquisition currently intends to review its strategic alternatives however, no assurance can be given as to the results of Dundee Acquisition's strategic review.

Additional information regarding Dundee Acquisition is available at www.dundeeacquisition.com.

Union Group International Holdings Limited

Union Group International Holdings Limited ("**Union Group**") (www.uniongrp.com) is a holding company with strategic investments in the power generation, oil and gas, infrastructure and logistics, agriculture, minerals, and real estate sectors, in Latin American countries such as Uruguay, Peru and Paraguay.

In April 2016, Union Group acquired a 50% interest in ICC International Cannabis Corp. ("**ICC**") (www.intcannabiscorp.com), one of the two licensed producers and sellers of cannabis and its derivative products in Uruguay. In November 2016, ICC announced the completion of a reverse take-over transaction and subsequent public listing of the shares of ICC on the TSX Venture Exchange. Union Group owns 40 million common shares of ICC, representing approximately 36% of the issued and outstanding shares of ICC on a non-diluted basis, with a trading value of approximately \$38.8 million at December 31, 2016.

Uruguay was the first country to regulate cannabis for recreational, medicinal and industrial uses,

establishing its general regime in 2013. During 2016, ICC successfully transitioned its recreational cannabis production facility to a new 70,565 square foot state-of-the-art greenhouse located in Montevideo, Uruguay. The relocation is part of ICC's ramp-up in recreational cannabis production and a total of 5,000 plants and 3,500 cuttings have been moved to its new facility. The facility will allow ICC to produce up to 10 tonnes of recreational cannabis per year. ICC expects to produce approximately two tonnes of recreational cannabis in 2017, with the selling of recreational cannabis by ICC through the pharmacy channel expected to commence in the second quarter of 2017.

Subsequent to December 31, 2016, ICC announced that it had entered into a memorandum of understanding with Emblem Corp. (TSXV: EMC), a licensed producer of medicinal cannabis pursuant to the Access to Cannabis for Medical Purposes Regulations overseen by Health Canada. The memorandum of understanding encompasses the presale of 10% of ICC's 2018 cannabidiol production to Emblem Corp. and establishes a cooperative framework for Emblem to assist ICC with the importation of cannabidiols into Canada and subsequently ensure distribution within Canada.

Union Group currently manages a portfolio of run-of-river hydropower assets in Peru at various stages of development. In May 2016, Union Group brought its first hydropower plant, Canchayllo, into operation at approximately 5.3 megawatts ("MW"). As part of its growth plan, Union Group completed the acquisition of Karpa, a hydro generation project of 20 MW of power, and with a 20-year power purchase agreement with the Peruvian government. The Karpa project is scheduled to become operational by June 2019.

Two further hydropower plants, El Carmen and 8 de Agosto, with a combined capacity of 27 MW were expected to commence operations in the back half of 2016. Unfortunately, cost overruns arising from unforeseen natural disaster incidents in the catchment area have resulted in contractual issues with the engineering, procurement and construction contractor and with project debt providers. Union Group and its financing partners are currently in talks to arrange financing for the incremental costs associated with these disruptions. In the interim, Union Group's equity interests in these two projects have been written down to \$nil to reflect the uncertainties associated with these projects and their development pipeline.

Union Group also develops and operates oil and gas assets in the Andean States and Southern Cone regions of Latin America. During 2015, Union Group signed a joint venture agreement with ANCAP, and became the only private company in Uruguay to operate jointly with Uruguay's state-owned oil company. This joint venture arrangement will allow Union Group to continue to move forward with building oil and gas assets in the region in this difficult macro environment. In addition, Union Group has acquired a controlling stake in an oil and gas operator/owner of a high potential onshore block in Peru. Union Group has taken advantage of weak economic conditions in the oil and gas sector to expand its portfolio of assets with strategic acquisitions of exploration blocks in Bolivia, Paraguay and Peru. Union Group acquired these exploration blocks to position itself as a strategic holder of prime exploration acreages in the region.

Union Group holds mineral rights in Uruguay, with projects diversified across mineral types and maturity stages. Union Group also manages and invests in a diversified portfolio of prime real estate properties in Uruguay, including income generating, residential and coastline land properties; it holds an approximate 3% interest in Union Agriculture Group (www.uag.com.uy); and it continues to develop and operate infrastructure and logistics assets in Uruguay.

The Company and Union Group have a renewed focus on developing a strategy that will allow third party investors to participate in the continued growth of Latin America's most compelling economies. These initiatives may include undertaking a number of other public listings of Union Group's subsidiaries. In the interim, Union Group has completed an in-depth assessment of operations across all divisions in its efforts to reduce costs and improve efficiencies. These measures will allow for enhanced navigation through the commodity down-cycle, while retaining capacity to take advantage of distressed asset acquisition opportunities and continue growing its various business platforms.

At December 31, 2016, the Company holds a 40% interest in Union Group. Additional information regarding Union Group is available at www.uniongrp.com.

Android Industries, LLC

Android Industries, LLC ("**Android**") is a private company and leading high technology enabled

assembler and sequencer of complex assemblies for the automotive industry operating out of the state of Michigan, United States.

In response to demand from some of the world's largest automobile and light truck manufacturing companies, Android continues to expand through both geographic expansion, as well as through technical innovation. During the past nine months, new plants have been strategically opened in Mexico, Turkey, Canada, Brazil, Italy and the United States in order to support new multi-year production contracts. Continuing investment in research and development has resulted in further improvements in supply-chain management and the implementation of proprietary 'next-generation' tire-wheel assembly cells, which brings further refinement, flexibility, and efficiency to Android's customers.

As a tier-one automotive manufacturer, Android faces significant competition and challenges on an ongoing basis. New multiyear production contracts and renewals of maturing contracts are normal course occurrences, and are highly dependent on quality of production. In turn, Android is reliant on its partners to provide quality inputs to its assembly of products. These risks may affect Android's current profitability and its ability to expand its customer base. Furthermore, these contracts are based on the requirements of Original Equipment Manufacturers which, in many cases, cannot be predetermined. Depending on the size and scale of the contracts, the capital outlay to undertake a new or renewing contract can be substantial. Often, cash flow from operations can be impacted in the first year of a sizable new contract, or over the life of contracts when volumes are below original expectations.

The Company holds a 20% interest in Android. Additional information regarding Android is available at www.android-ind.com.

Cambridge Medical Funding Group II, LLC

Cambridge Medical Funding Group II, LLC ("**Cambridge Medical**") is a private, U.S.-based consortium with a focus on purchasing insured medical receivables. Using proprietary software and sourcing, Cambridge Medical funds and purchases, or otherwise administers medical receivables from medical clinics and then manages the collection and adjudication process. The Company has invested US\$10.0 million to acquire a 50% interest in Cambridge Medical. The Company has also advanced a further US\$1.0 million to Cambridge Medical to assist with short-term working capital requirements.

TauRx Pharmaceuticals Ltd.

TauRx Pharmaceuticals Ltd. ("**TauRx**") is a private neuroscience company focused on the discovery, development and commercialization of products for the diagnosis and treatment of neuro-degenerative diseases caused through protein aggregation. The business was established in 2002 with the aim of discovering novel approaches to the treatment and diagnosis of Alzheimer's disease ("**AD**") as well as other neurological diseases characterized by abnormal aggregation of the Tau protein within the brain.

During 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 ("**bv-FTD**").

The headline results for Study TRx 015 (mild-moderate AD in 890 subjects) and Study TRx 005 (mild AD in 800 subjects) were negative as LMTX™ failed to slow cognitive or functional decline in the total populations of treated AD subjects as measured by the ADAS-Cog11 and ADCS-ADL23 test batteries. The clinical trial in patients with bv-FTD (Study TRx 007 in 220 subjects) reported a lower rate of cognitive decline (as measured by the ACE-R and MMSE test batteries) than previously published studies in this patient population, although both the treatment and control arms showed no significant differences in outcomes. The clinical trials which comprised patients with mild or moderate AD reported a promising sub-group analysis outcome in which patients who received LMTX™ as their only AD medication (LMTX™ as a monotherapy) demonstrated significant reductions in disease progression as measured both by cognitive and functional test batteries and by MRI imaging of brain atrophy. However, patients that received the drug as an add-on therapy showed no beneficial effects. The major criticism of this analysis is that no causative inference can be drawn from the encouraging monotherapy outcomes as the studies were not randomized from the outset to test for the difference between monotherapy and add-on therapy. This necessitates further trials to be conducted with a focus on LMTX™ as monotherapy.

TauRx has initiated discussions with the regulatory authorities in Europe and the U.S. to determine its

next steps and anticipates a requirement to corroborate the positive findings from Studies 015/005 in one or more trials that are fully randomized from the outset to test for clinically meaningful and statistically significant differences between LMTX™ taken as monotherapy and placebo groups.

TauRx will be raising additional financing through a rights issue to commence this drug validation and market development initiatives.

At December 31, 2016, the Company held a 4% interest in TauRx. Additional information regarding TauRx may be accessed at www.taurx.com.

Dundee Sarea Limited Partnership

Dundee Sarea Limited Partnership (“**Dundee Sarea LP**”) is a private equity firm that currently provides investment management to Dundee Sarea Acquisition I Limited Partnership, its inaugural investment fund. Dundee Sarea LP invests in special situations requiring a constructive, long-term partner to drive change and growth. Through its inaugural investment fund, Dundee Sarea LP intends to make equity investments in mid-market companies experiencing challenging situations such as financial restructurings, turnarounds and succession issues. Dundee Sarea LP provides active involvement in realigning strategy and improving performance.

Dundee Sarea Acquisition I Limited Partnership (“**Dundee Sarea Fund**”) is a private equity fund with committed capital of \$112.5 million by its limited partners. Its purpose is 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 December 31, 2016, Dundee Sarea Fund’s sole investment consisted of a 100% ownership in Redecam Group S.p.A. (“**Redecam**”). Based in Milan, Italy, Redecam offers highly engineered air pollution control solutions helping customers all over the globe meet their air emission reduction targets rapidly and cost-effectively. Redecam is benefiting from increased global prominence on the ecological footprint of business processes. It is also benefiting from decisions made to invest in new product development and better quality sales team. Redecam’s turn-around strategy is beginning to become evident, with new orders in 2016 exceeding annual levels for each of the prior two years and an increasing pipeline of booked and prospective new contracts.

At December 31, 2016, the Company had invested an aggregate of \$16.6 million into the venture, representing approximately 44% of its committed amount. Additional information regarding Dundee Sarea LP may be accessed at www.dundeesarea.com.

Other Investments

The Company’s other investments include investments in both publicly listed and private companies in a variety of sectors.

The Company evaluates its portfolio of assets on an ongoing basis with a view to maximizing value for its shareholders. As a result, the Company expects that the composition of its assets may change from time to time and evolve in response to future opportunities as they arise, and the Company will consider economic conditions, strategic opportunities, costs of acquisitions and dispositions of assets, financing alternatives and other considerations in connection with its evaluation of each such future opportunity.

In addition to the information provided in this AIF about the Company’s operations, subsidiaries and investee companies, those which are reporting issuers have public disclosure documents containing detailed information specific to their respective operations filed on SEDAR, copies of which may be obtained at www.sedar.com. Other information may be available on certain of such issuers’ websites. None of such information is incorporated by reference in this AIF.

Employees

The Company had 104 employees as of February 28, 2017¹.

Credit Facility

The Company has established a revolving term credit facility with a syndicate of Canadian Schedule I Chartered Banks. At December 31, 2016, borrowings under the facility bear interest at a rate per annum equal to the prime lending rate for loans plus 1.50% (2015 – 0.60%) or, at the Company's option, at the prevailing bankers' acceptance rate or London Interbank Offered Rate plus 2.50% (2015 – 1.60%). Unused amounts available under the facility are subject to an annual standby fee of 0.625%. The Company has granted a first ranking security over all of its assets as security against amounts borrowed under these arrangements.

In addition to restrictions customary to these types of arrangements, including restrictions on the existence of other secured indebtedness, the Company's revolving term credit facility requires the maintenance of certain financial ratios relating to the fair value of certain of the Company's investments relative to amounts borrowed. Therefore, the Company's borrowing availability will increase or decrease, reflecting corresponding increases or decreases in the fair value of certain of the Company's investments. At the end of 2016, the Company had drawn \$54.6 million against its available credit facility, and it had issued letters of credit to support certain of its equity accounted investments for an additional amount of €2.4 million (\$3.4 million Canadian dollars). At December 31, 2016, the Company had cash and bank debt availability of \$45.7 million in its corporate and portfolio holdings segment.

On November 14, 2016, the Company extended the maturity date of its credit facility to March 14, 2017, and on March 8, 2017, it further extended the credit facility to April 14, 2017. The terms and conditions of the credit facility remain essentially unchanged as a result of the extension of the maturity date, other than that the Company agreed to reduce its borrowing capacity to \$100.0 million, consistent with the Company's borrowing history and projected cash requirements.

In March 2017, the Company received an indicative term sheet from members of its lending syndicate which will provide the Company with further proposed longer-term extension to its current credit facility. The proposed extension will require that the Company reduce amounts available pursuant to the credit facility to \$80 million. There are no other significant changes in the terms of the extension. The extension is subject to final approval by the lending syndicate, which the Company expects it will receive in early April. However, there can be no assurance that the terms and conditions, as presented in the proposed extension terms, will be approved without amendment by the members of the lending syndicate.

DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of Subordinate Voting Shares, an unlimited number of Common Shares, an unlimited number of first preference shares, issuable in series ("**First Preference Shares**"), an unlimited number of second preference shares, issuable in series ("**Second Preference Shares**") and an unlimited number of third preference shares, issuable in series ("**Third Preference Shares**"). The following is a summary of the rights, privileges, restrictions and conditions attached to each class of shares of the Company.

¹ Employee count includes head office employees of the Company and its operating subsidiaries managed at the location of the Company's head office through which payroll is processed by the Company.

As of February 28, 2017, the Company had the following securities outstanding:

Subordinate Voting Shares	55,629,875
Common Shares	3,114,873
First Preference Shares, Series 2 Shares	3,479,385
First Preference Shares, Series 3 Shares	1,720,615
First Preference Shares, Series 5 Shares	3,598,203
Subordinate Voting Share Purchase Warrants	1,421,374

SUBORDINATE VOTING SHARES AND COMMON SHARES

Holders of Subordinate Voting Shares and Common Shares are entitled to one vote and 100 votes, respectively, for each such share held on all votes taken at meetings of the shareholders of the Company. As of February 28, 2017, there were issued and outstanding 55,629,875 Subordinate Voting Shares and 3,114,873 Common Shares and such outstanding Subordinate Voting Shares represented an aggregate of 15.2% of the votes entitled to be voted at a meeting of holders of Subordinate Voting Shares and holders of Common Shares. Subject to the rights of holders of First Preference Shares, Second Preference Shares, Third Preference Shares and other shares of the Company ranking prior to the Subordinate Voting Shares and Common Shares, the Subordinate Voting Shares and Common Shares participate equally, share for share, as to dividends. The Common Shares are convertible into Subordinate Voting Shares on a one-for-one basis at any time, subject to adjustment.

In the event an offer to purchase Common Shares is made which must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Common Shares are then listed, be made to all or substantially all of the holders of Common Shares residing in any province of Canada, each Subordinate Voting Share will be convertible at the option of the holder into one Common Share, subject to adjustment, at any time from the day the offer is made until: (a) in the case of an offer other than an offer made through the facilities of a stock exchange, the latest time for deposit of Common Shares under the offer; and (b) in the case of an offer made through the facilities of a stock exchange on which the Common Shares are listed, 12:30 p.m., Toronto time, on the business day immediately preceding the last date upon which holders of Common Shares may accept the offer. The right of conversion into Common Shares will not come into effect in the event that an identical offer in terms of price per share, percentage of shares to be taken up and other essential terms is made to purchase Subordinate Voting Shares concurrently with the offer to purchase Common Shares. All Subordinate Voting Shares so converted into Common Shares will be automatically reconverted into Subordinate Voting Shares: (a) in the case of Common Shares taken up and purchased under the offer, immediately after the Common Shares are taken up and purchased under the offer; or (b) in the case of Common Shares not taken up and purchased under the offer, immediately after such Common Shares are released to the holder thereof.

Each Subordinate Voting Share will be automatically converted into a Common Share in the case of an exempt take-over bid for Common Shares at a price per Common Share exceeding 115% of the trading price of the Subordinate Voting Shares by an offeror acquiring shares of the Company such that the offeror holds voting shares of the Company having attached thereto 50% or more of the votes attached to all of the then outstanding shares of the Company. Other than as set out above, holders of Subordinate Voting Shares and Common Shares rank equally in all respects.

Subject to the rights of holders of First Preference Shares, Second Preference Shares, Third Preference Shares and other shares of the Company ranking prior to the Subordinate Voting Shares and Common Shares, holders of Subordinate Voting Shares and Common Shares are entitled to participate equally in the property and assets of the Company available to such holders in the event of the liquidation, dissolution or winding-up of the Company.

The listing agreement between the Company and the TSX provides that, prior to the issue from treasury of any Common Shares, separate approval of holders of Subordinate Voting Shares is required in addition to any shareholder approvals which might otherwise be required by the TSX or any other exchange on which such shares are listed. This restriction does not apply to the issue of Common Shares upon conversion of Subordinate Voting Shares in accordance with the rights thereof or pursuant to the declaration of stock dividends on the Common Shares payable in Common Shares provided that such stock dividends do not result in the issue in any calendar year of more than 5% of the Common Shares issued and outstanding as at the last day of the immediately preceding calendar year.

FIRST PREFERENCE SHARES

Each series of First Preference Shares, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Company, will rank on a parity with the First Preference Shares of every other series and senior to the Subordinate Voting Shares, Common Shares, Second Preference Shares and Third Preference Shares.

Except in accordance with any voting rights which may be attached to any series of First Preference Shares, the holders of First Preference Shares are not entitled, as such, to receive notice of, or to attend, any meeting of shareholders of the Company, nor are they entitled to vote at any such meeting; provided that such holders shall be entitled to receive notice of any meetings of shareholders of the Company called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all of its property. The approval of holders of First Preference Shares as a class to any matters which, by law, require such approval may be given by the affirmative vote of holders of not less than two-thirds of the First Preference Shares represented and voted at a meeting called and held for such purpose.

Series 2 Shares

There are 5,200,000 Cumulative 5-Year Rate Reset First Preference Shares, Series 2 (the “**Series 2 Shares**”) authorized to be issued. As of February 28, 2017, there were 3,479,385 Series 2 Shares outstanding.

Voting Rights

Holders of Series 2 Shares are not entitled to any voting rights (except as otherwise provided by law). However, if at any time the Company is in arrears for eight quarterly dividends in respect of the Series 2 Shares, whether or not consecutive or declared, and whether or not there are any monies of the Company properly applicable for the payment of such dividends, the holders of Series 2 Shares shall be entitled, together with all other shares of the Company, to receive notice of all meetings of shareholders of the Company and thereat to vote one vote for each share held, except for meetings at which only holders of another class or series are entitled to vote, until such arrears for such dividends shall have been paid.

Redemption Rights

The Series 2 Shares are redeemable, in whole or in part, on September 30, 2019 and on September 30 every fifth year thereafter, at the option of the Company for a cash price of \$25.00 per share, together with all accrued and unpaid dividends to, but excluding, the redemption date.

If at any time, under applicable law or in the circumstances described in the Final Short Form Prospectus dated September 30, 2009 of the Company, the Series 2 Shares become entitled to vote separately as a class with all other first preference shares or separately as a series, the Company may at its option redeem all or any number of the then outstanding Series 2 Shares upon payment in cash of \$25.00 per Series 2 Share together with all accrued and unpaid dividends to the date fixed for redemption.

Conversion Rights

The holders of Series 2 Shares have the right on September 30, 2019 and have the right on each September 30 every fifth year thereafter (each a “**Series 2 Conversion Date**”) to convert all or any of their Series 2 Shares into Series 3 Shares on the basis of one Series 3 Share for each Series 2 Share, upon written notice to the Company that is not less than 15, and not more than 30 days prior to the

applicable Series 2 Conversion Date. The Company shall not more than 60 and not less than 30 days prior to each Series 2 Conversion Date, provide notice of such conversion right to the holders of Series 2 Shares, together with the applicable form of conversion notice, and the Company shall provide the applicable information regarding the dividend rates applicable to Series 3 Shares upon such conversion on the 30th day prior to the applicable Series 2 Conversion Dates.

If, after having taken into account all Series 2 Shares tendered for conversion into Series 3 Shares and all Series 3 Shares tendered for conversion into Series 2 Shares, there would remain less than 500,000 Series 2 Shares outstanding, then all of the remaining outstanding Series 2 Shares will be converted into Series 3 Shares on the basis of one Series 3 Share for each Series 2 Share on the applicable Series 2 Conversion Date. Notwithstanding the foregoing: (i) holders of Series 2 Shares shall not be entitled to such conversion right if after having taken into account all Series 2 Shares tendered for conversion into Series 3 Shares and all Series 3 Shares tendered for conversion into Series 2 Shares there would remain less than 500,000 Series 3 Shares outstanding; and (ii) the conversion rights of holders of Series 2 Shares, and the rights of such holders to receive notice from the Company of dividend rates and conversion rights, shall terminate if the Company gives notice to the holders of the Series 2 Shares of the redemption of all Series 2 Shares by the Company.

The Company is entitled, at its option, upon conversion of Series 2 Shares into Series 3 Shares, to pay any holders of Series 2 Shares that the Company, or the transfer agent of the Company, believes is not a resident of Canada cash in lieu of Series 3 Shares which the holder would have otherwise been entitled to receive, in accordance with the articles of the Company.

Repurchase Rights

The Company may purchase for cancellation all or any part of the then outstanding Series 2 Shares on the open market by private agreement or otherwise.

Dividends

The holders of Series 2 Shares are currently entitled to receive quarterly fixed, cumulative, preferential cash dividends, if, as and when declared by the board of the directors of the Company, in an amount equal to \$1.422 per Series 2 Share per annum (less any tax required to be deducted and withheld by the Company from payments to non-residents), which shall accrue daily from and including the original date of issue, and shall be payable on the last day of March, June, September and December in each year.

Winding Up, Dissolution

In the event of the liquidation, dissolution or winding up of the Company, holders of Series 2 Shares are entitled to receive from the assets of the Company an amount equal to \$25.00 per Series 2 Share, together with an amount equal to all accrued but unpaid dividends thereon, before any amount shall be paid by the Company to holders of any Shares ranking junior as to capital to the Series 2 Shares.

Series 3 Preference Shares

There are 5,200,000 Cumulative Floating Rate First Preference Shares, Series 3 ("**Series 3 Shares**") authorized to be issued. As of February 28, 2017, there were 1,720,615 Series 3 Shares outstanding.

Voting Rights

Holders of Series 3 Shares are not entitled to any voting rights (except as otherwise provided by law). However, if at any time the Company is in arrears for eight quarterly dividends in respect of the Series 3 Shares, whether or not consecutive or declared, and whether or not there are any monies of the Company properly applicable for the payment of such dividends, the holders of Series 3 Shares shall be entitled, together with all other shares of the Company, to receive notice of all meetings of shareholders of the Company and thereat to vote one vote for each share held, except for meetings at which only holders of another class or series are entitled to vote, until such arrears for such dividends shall have been paid.

Redemption Rights

The Series 3 Shares are redeemable, in whole or in part, at any time; at the option of the Company, for a

cash price of: (i) \$25.50 per share, together with all accrued and unpaid dividends to, but excluding, the redemption date, if such Series 3 shares are redeemed after September 30, 2014 on a date that is not a Series 3 Conversion Date (as defined below). If at any time, under applicable law or in the circumstances described in the Final Short Form Prospectus dated September 30, 2009 of the Company, the Series 3 Shares become entitled to vote separately as a class with all other First Preference Shares or separately as a series, the Company may at its option redeem all or any number of the then outstanding Series 3 Shares upon payment in cash of \$25.00 per share, together with all accrued and unpaid dividends to, but excluding, the redemption date; and (ii) \$25.00, if such Series 3 Shares are redeemed on a Series 3 Conversion Date, together with all accrued and unpaid dividends to, but excluding, the redemption date.

Conversion Rights

The holders of Series 3 Shares shall have the right on September 30, 2019 and each September 30 every fifth year thereafter (each a “**Series 3 Conversion Date**”) to convert all or any of their Series 3 Shares into Series 2 Shares on the basis of one Series 2 Share for each Series 3 Share, upon written notice to the Company that is not less than 15, and not more than 30 days prior to the applicable Series 3 Conversion Date. The Company shall not more than 60 and not less than 30 days prior to each Series 3 Conversion Date, provide notice of such conversion right to the holders of Series 3 Shares, together with the applicable form of conversion notice, and the Company shall provide the applicable information regarding the dividend rates applicable to Series 2 Shares upon such conversion on the 30th day prior to the applicable Series 3 Conversion Dates.

If, after having taken into account all Series 3 Shares tendered for conversion into Series 2 Shares and all Series 2 Shares tendered for conversion into Series 3 Shares, there would remain less than 500,000 Series 3 Shares outstanding, then all of the remaining outstanding Series 3 Shares will be converted into Series 2 Shares on the basis of one Series 2 Share for each Series 3 Share on the applicable Series 3 Conversion Date. Notwithstanding the foregoing: (i) holders of Series 3 Shares shall not be entitled to such conversion right if after having taken into account all Series 3 Shares tendered for conversion into Series 2 Shares and all Series 2 Shares tendered for conversion into Series 3 Shares there would remain less than 500,000 Series 2 Shares outstanding; and (ii) the conversion rights of holders of Series 3 Shares, and the rights of such holders to receive notice from the Company of dividend rates and conversion rights, shall terminate if the Company gives notice to the holders of the Series 3 Shares of the redemption of all Series 3 Shares by the Company.

The Company is entitled, at its option, upon conversion of Series 3 Shares into Series 2 Shares, to pay any holders of Series 3 Shares that the Company, or the transfer agent of the Company, believes is not a resident of Canada cash in lieu of Series 2 Shares which the holder would have otherwise been entitled to receive, in accordance with the articles of the Company.

Repurchase Rights

The Company may purchase for cancellation all or any part of the then outstanding Series 3 Shares on the open market, by private agreement or otherwise.

Dividends

The holders of Series 3 Shares are entitled to receive a quarterly floating rate dividend, as and when declared by the board of directors of the Company, equal to the then current three-month Government of Canada Treasury Bill Yield plus 4.10%. Holders of the Series 3 Shares may convert their Series 3 Shares into Series 2 Shares, subject to certain conditions and the Company's right to redeem the Series 3 Shares, on September 30, 2019 and on September 30th every fifth year thereafter.

Winding Up, Dissolution

In the event of the liquidation, dissolution or winding up of the Company, holders of Series 3 Shares are entitled to receive from the assets of the Company an amount equal to \$25.00 per Series 3 Share, together with an amount equal to all accrued but unpaid dividends thereon, before any amount shall be paid by the Company to holders of any shares ranking junior as to capital to the Series 3 Shares.

Series 4 Shares

There are 6,000,000 First Preference Shares, Series 4 (the “**Series 4 Shares**”) authorized to be issued. On February 12, 2016, the Company completed a share exchange transaction pursuant to which each Series 4 Share was exchanged for: (i) 0.7136 of a Series 5 Share of the Company, and (ii) 0.25 of a Subordinate Voting Share Purchase Warrant pursuant to a plan of arrangement under section 182 of the *Business Corporations Act* (Ontario).

Series 5 Shares

There are 4,281,600 First Preference Shares, Series 5 (the “**Series 5 Shares**”) authorized to be issued.

As of February 28, 2017, there were 3,598,203 Series 5 Shares outstanding.

Voting Rights

Holders of Series 5 Shares are not entitled to any voting rights (except as otherwise provided by law or in the conditions attaching to all first preference shares of the Company as a class). However, if at any time the Company is in arrears for eight quarterly dividends in respect of the Series 5 Shares, whether or not consecutive or declared, and whether or not there are any monies of the Company properly applicable for the payment of such dividends, the holders of Series 5 Shares shall be entitled, together with all other shares of the Company, to receive notice of all meetings of shareholders of the Company and thereat to vote one vote for each share held, except for meetings at which only holders of another class or series are entitled to vote, until such arrears for such dividends shall have been paid.

Redemption Rights

The Series 5 Shares will be redeemable at the option of the Company for a cash price of:

- \$25.75 per share if redeemed prior to June 30, 2017,
- \$25.50 per share if redeemed on or after June 30, 2017 and prior to June 30, 2018,
- \$25.25 per share if redeemed on or after June 30, 2018 and prior to June 30, 2019, and
- \$25.00 per share if redeemed on or after June 30, 2019,

together, in each case, with all accrued and unpaid dividends thereon.

Prior to June 30, 2019, a holder of Series 5 Shares cannot require the Company to redeem any Series 5 Shares. On or after June 30, 2019, a holder of Series 5 Shares may require the Company to redeem such shares for a cash price of \$25.00 per share, together with all accrued and unpaid dividends thereon.

Mandatory Redemption

On June 30, 2016, the Company completed the redemption of 458,969 Series 5 Shares, being all such shares tendered for redemption in accordance with the redemption provisions of the Series 5 Shares. The Series 5 Shares were redeemed at a price of \$25.00 per share, or \$11.5 million in aggregate. Following the redemption, the Company’s dividend obligation in respect of its preference share arrangements is expected to be approximately \$3.4 million per quarter and \$13.7 million on an annual basis.

A further 17% of the then outstanding Series 5 Shares of each holder of Series 5 Shares will be subject to redemption at the holder’s option at par on January 31, 2018 (subject to applicable law)

Mandatory Conversion Rights

Subject to compliance with all applicable laws, including receipt of all necessary regulatory approvals, the Series 5 Shares are convertible, at the option of the Company, into Subordinate Voting Shares at any time prior to June 30, 2019.

The number of Subordinate Voting Shares into which each Series 5 Share may be so converted will be determined by dividing the then applicable redemption price per Series 5 Share, together with all accrued and unpaid dividends up to but excluding the date fixed for conversion, by the greater of: (i) \$2.00; and (ii) 95% of the weighted average trading price of the Subordinate Voting Shares on the TSX for the 20 consecutive trading days ending on the fourth day prior to the date specified for conversion or, if such fourth day is not a trading day, the immediately preceding trading day.

Repurchase Rights

The Company may purchase for cancellation all or any part of the then outstanding Series 5 Shares on the open market by private agreement or otherwise.

Dividends

The holders of Series 5 Shares are entitled to receive quarterly fixed cumulative preferential cash dividends, if, as and when declared by the board of the directors of the Company, in an amount equal to \$1.875 per share per annum (less any tax required to be deducted and withheld by the Company from payments to non-residents) to accrue daily from and including the original date of issue, payable on the last day of March, June, September and December in each year.

Winding Up, Dissolution

In the event of the liquidation, dissolution or winding up of the Company, holders of Series 5 Shares are entitled to receive from the assets of the Company an amount equal to \$25.00 per Series 5 Share, together with an amount equal to all accrued but unpaid dividends thereon, before any amount shall be paid by the Company to holders of any shares ranking junior as to capital to the Series 5 Shares.

SECOND PREFERENCE SHARES

Each series of Second Preference Shares, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Company, will rank junior and subordinate to the First Preference Shares, on a parity with Second Preference Shares of every other series, and senior to the Subordinate Voting Shares, Common Shares and Third Preference Shares.

Except in accordance with any voting rights which may be attached to any series of Second Preference Shares, the holders of Second Preference Shares are not entitled, as such, to receive notice of, or to attend, any meeting of shareholders of the Company, nor are they entitled to vote at any such meeting provided that such holders shall be entitled to receive notice of any meetings of shareholders of the Company called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all of its property. The approval of holders of Second Preference Shares as a class to any matters which, by law, require such approval, may be given by the affirmative vote of holders of not less than two-thirds of the Second Preference Shares represented and voted at a meeting called and held for such purpose.

As of February 28, 2016, there were no Second Preference Shares authorized or outstanding.

THIRD PREFERENCE SHARES

Each series of Third Preference Shares, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Company, will rank junior and subordinate to the First Preference Shares and the Second Preference Shares, on a parity with the Third Preference Shares of every other series and senior to the Subordinate Voting Shares and Common Shares. Except in accordance with any voting rights which may be attached to any series of Third Preference Shares, the holders of Third Preference Shares are not entitled to receive notice of, or to attend, any meeting of shareholders of the Company, nor are they entitled to vote at any such meeting (except for a meeting called for the purpose of authorizing the dissolution of the Company or the sale, lease or exchange of all or substantially all of its property). The approval of holders of Third Preference Shares as a class to any matters which, by law, require such approval, may be given by the affirmative

vote of holders of not less than two-thirds of the Third Preference Shares represented and voted at a meeting called and held for such purpose.

As of February 28, 2016, there were no Third Preference Shares authorized or outstanding.

Subordinate Voting Share Purchase Warrants

As of February 28, 2017, following completion of the plan of arrangement, there were 1,421,374 Subordinate Voting Share Purchase Warrants outstanding.

Each Warrant will entitle the holder thereof to purchase one Subordinate Voting Share at a price of \$6.00 per Subordinate Voting Share at any time prior to 5:00 p.m. (Toronto time) on June 30, 2019, after which time the Warrants will expire and be of no further force and effect.

DIVIDEND POLICY

The current practice of the Company is to pay dividends to the holders of its Series 2 Shares, Series 3 Shares and Series 5 Shares. The Company has not established a dividend policy with respect to the Subordinate Voting Shares or the Common Shares of the Company instead using its normal course issuer bid to purchase Subordinate Voting Shares for cancellation. Any future determination to pay dividends is at the discretion of the directors of the Company and will depend upon the financial condition, results of operations and capital requirements of the Company and such other factors as the directors of the Company consider relevant.

The following table discloses the dollar amount of cash dividends declared per share for the Series 2 Shares, Series 3 Shares, Series 4 Shares, and Series 5 Shares of the Company outstanding during the financial years ended December 31, 2016, 2015 and 2014:

Dividends per Outstanding Share	2016	2015	2014
Series 2 Shares ⁽¹⁾	\$1.422	\$1.422	\$1.62114
Series 3 Shares ⁽¹⁾	\$1.155226	\$1.17625	\$0.315
Series 4 Shares ^{(2) (3)}	-	\$0.892	\$0.892
Series 5 Shares ⁽³⁾	\$1.875	-	-

¹ In accordance with the terms of the Company's Series 2 Shares, holders had the right, at their option, to convert all or part of their Series 2 Shares on a one for one basis, into Series 3 Shares. On September 30, 2014, 1,720,615 of its 5,200,000 Series 2 Shares were converted on a one for one basis, into Series 3 Shares. At December 31, 2016, Dundee had 3,479,385 Series 2 Shares and 1,720,615 Series 3 Shares issued and outstanding. The Series 2 Shares are listed on the Toronto Stock Exchange under the symbol DC.PR.B and the Series 3 Shares are listed on the Toronto Stock Exchange under the symbol DC.PR.D.

² In connection with the DREAM Arrangement, the Preference Shares, Series 1 were cancelled and replaced with the Series 4 Shares in May, 2013. For further details, please refer to the Company's Management Information Circular filed in connection with the DREAM Arrangement, dated April 16, 2013, which is available under the Company's profile at www.sedar.com.

³ On February 12, 2016, the Company completed a share exchange transaction pursuant to which each Series 4 Share was exchanged for (i) 0.7136 of a Series 5 Share of the Company and (ii) 0.25 of a Subordinate Voting Share Purchase Warrant pursuant to a plan of arrangement under section 182 of the *Business Corporations Act* (Ontario). The dollar amount of cash dividends on the Series 5 Shares will be \$1.875 per year.

MARKET FOR SECURITIES

SUBORDINATE VOTING SHARES

The Subordinate Voting Shares are currently listed and posted for trading on the TSX under the symbol DC.A. The Common Shares are not listed.

The following table sets forth information relating to the price range and volume traded for the Subordinate Voting Shares on a monthly basis for each month in the fiscal year ended December 31, 2016:

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
January 2016	6.01	3.78	4.82	1,752,740
February 2016	5.45	4.13	4.93	849,498
March 2016	6.45	4.62	6.00	2,475,950
April 2016	6.45	5.50	6.23	888,340
May 2016	6.75	5.90	6.67	686,184
June 2016	8.50	6.56	7.63	803,987
July 2016	8.20	6.74	6.80	811,203
August 2016	6.82	5.50	5.89	653,531
September 2016	7.11	5.84	6.75	773,775
October 2016	6.87	6.26	6.35	477,745
November 2016	6.86	5.36	5.78	375,620
December 2016	6.21	5.50	5.95	940,363

SERIES 2 SHARES

The Series 2 Shares are currently listed and posted for trading on the TSX under the symbol DC.PR.B.

The following table sets forth the information relating to the price range and volume traded for the Series 2 Shares on a monthly basis for each month in the fiscal year ended December 31, 2016:

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
January 2016	12.98	10.51	10.80	90,864
February 2016	12.22	10.60	11.95	50,667
March 2016	14.80	12.20	12.75	61,225

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
April 2016	14.94	12.40	14.90	68,130
May 2016	14.87	13.89	14.19	57,205
June 2016	15.69	13.72	14.10	71,348
July 2016	15.27	13.80	14.89	54,125
August 2016	15.57	14.48	15.57	63,668
September 2016	16.20	14.85	14.85	54,978
October 2016	15.10	14.30	15.00	38,677
November 2016	15.34	14.00	14.35	90,745
December 2016	14.85	13.25	14.74	115,085

SERIES 3 SHARES

The Series 3 Shares are currently listed and posted for trading on the TSX under the symbol DC.PR.D.

The following table sets forth the information relating to the price range and volume traded for the Series 3 Shares on a monthly basis for each month in the fiscal year ended December 31, 2016:

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
January 2016	10.09	8.45	8.85	193,845
February 2016	10.25	8.60	10.24	29,443
March 2016	12.17	9.80	11.65	49,905
April 2016	13.48	11.30	13.48	32,363
May 2016	13.98	13.04	13.28	27,653
June 2016	14.05	12.90	12.90	25,149
July 2016	13.70	12.96	13.40	23,878
August 2016	13.50	13.06	13.38	22,600
September 2016	13.65	13.07	13.45	19,492
October 2016	13.51	12.83	13.06	43,436
November 2016	13.14	11.95	12.00	85,327
December 2016	12.80	11.99	12.80	57,098

SERIES 4 SHARES

The Series 4 Shares were listed and posted for trading on the TSX under the symbol DC.PR.C. The Series 4 Shares were delisted on February 12, 2016.

The following table sets forth the information relating to the price range and volume traded for the Series 4 Shares for the month of January and for the partial month of February 2016:

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
January 2016	17.07	14.25	16.15	1,303,869
February, 2016	16.34	15.98	16.34	23,551

SERIES 5 SHARES

The Series 5 Shares commenced trading on the TSX on February 12, 2016 under the symbol DC.PR.E.

The following table sets forth the information relating to the price range and volume traded for the Series 5 Shares on a monthly basis for each month from February 2016 to December 2016:

Month	High Price (Cdn. \$)	Low Price (Cdn. \$)	Close Price (Cdn. \$)	Traded Volume
February 2016	23.00	20.00	22.48	36,223
March 2016	23.48	21.01	22.49	54,917
April 2016	22.98	22.02	22.40	75,245
May 2016	23.37	22.26	23.05	77,415
June 2016	24.73	22.46	24.50	21,212
July 2016	24.31	22.85	23.93	150,452
August 2016	24.34	23.38	24.08	47,104
September 2016	24.20	23.20	23.30	51,590
October 2016	23.97	23.00	23.95	44,604
November 2016	24.70	23.00	23.23	53,162
December 2016	24.00	22.75	23.16	116,061

DIRECTORS AND OFFICERS

NAMES, OCCUPATIONS AND SECURITY HOLDINGS

The following tables set forth the name and place of residence, position held with the Company and principal occupation of each of the directors and officers of the Company as of December 31, 2016. Directors of the Company hold office until the next annual meeting of shareholders of the Company or until their successors are elected or appointed.

Name and Place of Residence	Position Held in the Company	Director Since	Principal Occupation
Directors			
Virginia Gambale ⁽¹⁾⁽²⁾⁽³⁾ New York, USA	Director	2015	Managing Partner, Azimuth Partners LLC
Daniel Goodman Ontario, Canada	Director	2013	President and Chief Executive Officer, GFI Investment Counsel Ltd.
David Goodman Ontario, Canada	President, Chief Executive Officer and Director	2009	President and Chief Executive Officer, Dundee
Mark Goodman Ontario, Canada	Executive Vice President, Chief Operating Officer and Director	2013	Executive Vice President and Chief Operating Officer, Dundee
Ned Goodman Ontario, Canada	Director	1991	Director, Dundee
Harold P. Gordon Florida, USA	Vice Chairman and Director	2000	Vice Chairman and Director, Dundee
Garth A. C. MacRae ⁽¹⁾ Ontario, Canada	Director	1991	Retired
Robert McLeish ⁽²⁾ Ontario, Canada	Chairman and Director	2002	Independent Consultant
Andrew Molson ⁽²⁾⁽³⁾ Montreal, Canada	Director	2015	Chairman of RES PUBLICA Consulting Group
A. Murray Sinclair, Jr. ⁽²⁾⁽³⁾ British Columbia, Canada	Director	2012	Chief Investment Officer, Earlston Investments Corp.
K. Barry Sparks ⁽¹⁾ Ontario, Canada	Director	1993	President, Torvan Capital Group, a corporate advisory and management company

Name and Place of Residence	Position Held in the Company	Officer Since	Principal Occupation
Non-Director Officers			
Sivan Fox Ontario, Canada	Vice President, Legal	2009	Vice President, Legal, Dundee
Eric Klein Ontario, Canada	Executive Vice President, Corporate Development	2016	Executive Vice President, Corporate Development, Dundee
Lili Mance Ontario, Canada	Vice President and Corporate Secretary	2004	Vice President and Corporate Secretary, Dundee
Richard McIntyre Ontario, Canada	Executive Vice President	2015	Executive Vice President and Head of Dundee Global Investment Management, Dundee Global
Perina Montesano Ontario, Canada	Vice President, Internal Audit	2009	Vice President, Internal Audit, Dundee

Geoff Morphy Ontario Canada	Vice President, Corporate Development	2016	Vice President, Corporate Development, Dundee
Lucie Presot Ontario, Canada	Executive Vice President and Chief Financial Officer	1994	Executive Vice President and Chief Financial Officer, Dundee
Naomi Ruby Ontario, Canada	Vice President, Human Resources	2013	Vice President, Human Resources, Dundee
Paul Stapleton Ontario, Canada	Vice President, Information Technology	2015	Vice President, Information Technology, Dundee

¹ Member of Audit Committee

² Member of Compensation Committee

³ Member of Corporate Governance Committee

Each of the foregoing individuals has held his or her present principal occupation or other executive offices with the same company or its predecessors or affiliates for the past five years, except for: (i) David Goodman, who prior to October 31, 2013, was on the advisory board of Scotiabank, Global Asset Management, and prior to that, was President and Chief Executive Officer of DundeeWealth Inc.; (ii) Murray Sinclair, who prior to December 1, 2013, was the Chairman of the board at Sprott Resource Lending Corp.; Corporate Secretary at Nebo Capital Corp.; President, Chief Executive Officer, Chief Financial Officer and Secretary of Ananda Capital Corp.; President, Chief Executive Officer, and Chief Financial Officer and Secretary of Denovo Capital Corp.; (iii) Eric Klein, who prior to May 2016 was Partner and Managing Director of Klein Farber Corporate Finance Inc. and Klein Valuation Services Inc.; and (iv) Geoff Morphy, who prior to May 2016 was Managing Director of Klein Farber Corporate Finance Inc.

As of February 28, 2017, the directors and senior officers of the Company as a group beneficially owned, directly or indirectly, or exercised control over, 5,672,153 Subordinate Voting Shares, representing approximately 10.2% of the outstanding Subordinate Voting Shares, and 3,087,456 Common Shares, representing approximately 99.1% of the outstanding Common Shares, in the aggregate representing approximately a 14.9% equity interest and approximately a 85.7% voting interest in the Company. In addition, Jodamada Corporation, a private company owned by Messrs. Daniel Goodman, Jonathan Goodman, David Goodman and Mark Goodman, owns in aggregate 6,488,006 Subordinate Voting Shares representing 11.7% of the Subordinate Voting Shares and a 1.8% voting interest.

As of February 28, 2017, Mr. Ned Goodman owned Subordinate Voting Shares and Common Shares representing approximately an 84.8% voting interest in the Company (which holdings are included in the aggregate holdings of the directors and officers of the Company noted above).

CONFLICTS OF INTEREST

Certain officers and directors of the Company are officers and directors of, or are associated with, other public and private companies. Such associations may give rise to conflicts of interest with the Company from time to time. The OBCA requires, among other things, the officers and directors of the Company to act honestly and in good faith with a view to the best interest of the Company, to disclose any personal interest which they may have in any material contract or transaction which is proposed to be entered into with the Company and, in the case of directors, to abstain from voting as a director for the approval of any such contract or transaction.

CORPORATE TRANSACTIONS

ACQUISITION AND DISPOSITION OF ASSETS

The Company conducts acquisitions and dispositions in the ordinary course of its business. Certain strategic and material acquisitions and dispositions are described in this AIF under the heading “*The Company – Three Year History*”.

At any point in time, Dundee may be involved in various stages of discussions and/or negotiations to complete one or more transactions including acquisitions or dispositions directly or through its wholly or partially-owned subsidiaries which carry on certain of the Company’s activities and investments. These prospective transactions may be with respect to companies operating within existing businesses or business channels not yet identified or pursued by Dundee. In respect of any potential acquisition, the purchase price may be paid in cash, through the issue of securities of the Company or of a subsidiary of the Company or through a combination thereof and may be financed through debt, equity or internally financed. There can be no assurance that any of the transactions being discussed or negotiated will be completed. The Company may increase or decrease its interest in certain of its holdings, may combine or restructure certain of its holdings into new investment products or new stand-alone entities or may entirely dispose of certain of its holdings in the future. Accordingly, during any period, the market value of the Company’s holdings will vary and the amounts that are recorded as investment gains and losses may fluctuate significantly.

For additional information relating to the Company’s business, please see the Company’s 2016 MD&A dated December 31, 2016 which is available under the Company’s profile on SEDAR at www.sedar.com.

FINANCINGS

The Company may seek additional financing with one or more financial institutions or in the capital markets from time to time. The Company did not complete any public financings in 2016.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Pursuant to the DREAM Arrangement, the Company transferred its 70% interest in the common shares and Class C preference shares (the “**DRC Shares**”) of Dundee Realty to DREAM (a new public company), effectively distributing the majority of its interest in Dundee Realty to certain of its shareholders through their shareholdings in DREAM. On completion of the DREAM Arrangement, the Company owned, directly or indirectly, an approximate 28.57% interest in the total number of subordinate voting shares and common shares of DREAM, thereby retaining a 20% interest in Dundee Realty. Following the DREAM Arrangement, Sweet Dream Corp. (“**SDC**”) (a company owned by Mr. Michael Cooper, who was a director of the Company at the time of the DREAM Arrangement) retained its 30% interest in the DRC Shares.

Also in connection with the DREAM Arrangement, DREAM entered into the Exchange Agreement, the Shareholders’ Agreement and the Permitted Sales Agreement in which Michael Cooper had an interest. The Shareholders’ Agreement and Permitted Sales Agreement terminated in accordance with their terms a result of the acquisition of control of Dream by Michael Cooper in August 2015. Copies of such contracts are available on SEDAR at www.sedar.com. Further details regarding the DREAM Arrangement can be found in the Company’s Management Information Circular, dated April 16, 2013, filed under the Company’s profile at www.sedar.com.

RISK FACTORS

The following risk factors relating to Dundee are most likely to influence an investor's decision to buy, sell or hold securities of the Company.

GENERAL BUSINESS RISKS

Capital Requirements

The Company and/or its subsidiaries may be required to raise additional debt or equity funds through public or private financing, strategic relationships or other arrangements for a variety of purposes, including business acquisitions, to capitalize on unanticipated opportunities, as well as to respond to competitive pressures. Continued disruption in the financial markets may limit the Company's access to capital in the event that the Company is required to seek additional liquidity to operate its business. Additional equity funding in investee companies may reduce the percentage ownership interest of the Company in such investee companies and may cause the Company to lose its majority or significant influence stake. Additional equity funding of the Company may reduce the percentage ownership of the existing shareholders of the Company and may dilute net book value per share. It is also possible that any such equity funding may involve securities which have rights or privileges senior to those of existing shareholders or that any debt financing, if available, may involve restrictive covenants with less desirable terms or maturities which could decrease future profitability and financial flexibility. There can be no assurance that such additional funding or re-financing, if needed, will be available on economic terms, or at all. These developments may also impair the Company's ability to renew its current credit facility on favourable terms, resulting in increased costs to the Company.

Compliance with Debt Covenants

The Company and its subsidiaries' current credit facilities contain restrictive covenants that may limit the discretion of the Company with respect to certain business matters. These covenants place restrictions on, among other things, the ability of the Company and certain of its subsidiaries to create liens or other encumbrances, to make certain other payments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, the credit facility contains a number of financial covenants that require the Company to meet certain ratios and financial condition tests. A failure to comply with the obligations in the Company's credit facility could result in a default which, if not cured or waived, could result in an acceleration of the relevant indebtedness.

The Ability to Execute Business Plans, Integration and Management of Growth

The Company's growth strategy has relied in part on acquisitions and the associated realization of operating synergies. A successful acquisition requires the Company to identify suitable candidates for purchase on acceptable terms and the acquired business to be successfully integrated in a timely and non-disruptive manner designed to minimize the risk of loss of client business. Even with the investment of management and financial resources, an acquisition may not produce the anticipated revenue, earnings or business synergies anticipated at the time of acquisition. In addition, acquisitions can involve non-recurring charges and if not successful, the write-off of amounts of goodwill and other intangible assets that could have an adverse effect on the financial results of the Company. Management performs an extensive review of the value of goodwill and other intangible assets on an ongoing basis. There can be no assurance that the Company will not incur significant costs in the future in connection with such potential liabilities.

The Company may also be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Reputational Risk

Reputational risk is the potential that adverse publicity, whether true or not, will or may cause a decline in earnings, liquidity, share price or client base due to its impact on our corporate image. Reputational risk is inherent in virtually all of our business transactions, even when the transaction is fully compliant with legal and regulatory requirements. Reputational risk cannot be managed in isolation, as it often arises as a result of operational, regulatory and other risks inherent to our business. For these reasons, our framework for reputational risk management is integrated into all other areas of risk management and is a key component of the codes of business conduct and ethics of which our employees are expected to observe. We place a high emphasis on safeguarding our reputation, as once compromised, it can be difficult to restore.

Investing in a Variety of Industry Sectors

Our investments are in a variety of industry sectors and therefore, each investment will be subject to specific risks inherent in the unique business environment in which it operates. In the case of equity accounted investments, we are required to record our share of income or loss from these investments and related dilutions and accordingly, our earnings are affected by these amounts. Further, to the extent that the investment is a public company, the investment is subject to market forces which may fluctuate beyond our control. Certain of our private company holdings are illiquid and disposition may be difficult. We may realize lower proceeds of disposition in the event that we are required to dispose of an investment at a point in time when market prices are low.

Corporate Insurance

Regardless of our effectiveness in monitoring and administering established compliance policies and procedures, the Company, and any of its directors, officers, employees and agents, may be subject to liability or fines which may limit the ability of each to conduct business. We maintain various types of insurance to cover certain potential risks and continuously evaluate the adequacy of this coverage. In recent years, the cost of obtaining insurance has increased significantly. In addition, because of a reduction in the number of insurance providers as a result of a number of companies exiting the market, there can be no assurance that certain insurance coverage will be obtainable on economic terms in the future. As a result of the introduction of the secondary market civil liability regime, the ability to obtain insurance on reasonable economic terms may be even more difficult in the future.

Foreign Country Risk

The Company and its investee entities have or may establish foreign operations, including in the United States, Europe, Africa, Asia and the Middle East. International operations are subject to certain risks inherent in doing business abroad, including:

- political and economic instability;
- war, terrorism, civil unrest, and expropriation;
- legal, regulatory and tax risks;
- currency exchange rates and currency controls;
- insufficient infrastructure;
- restrictions on foreign investment; and
- increases in working capital requirements related to foreign operations.

The likelihood and potential effects on the Company varies from country to country and is unpredictable; however, any such occurrences could have an adverse effect on our profitability.

Criminal or terrorist actions may have a material adverse effect on the Company's business

Resource Investees, particularly foreign-owned companies operating in countries such as Chad, may be

targets of criminal or terrorist acts. Such incidents could severely disrupt exploration, appraisal, development and production across a broad geographical area. If a resource investee or its employees is the subject of any attacks, kidnappings or other security threats, the investee may be required to incur additional expenditure through increased insurance premiums, hiring additional security personnel or equipment, replacement of assets and additional safety protections. Furthermore, any such event could have an adverse effect on the Resource Investee's ability to staff its operations adequately and could adversely affect the Resource Investee's reputation.

Litigation Risk

Litigation risk is inherent in each of the business lines of the Company as well as in operations that may be acquired by the Company. Litigation risk cannot be eliminated, even if there is no legal cause of action. The legal risks facing the Company, its directors, trustees, officers or employees in this respect include the potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. In addition, the existence of the secondary market and the civil liability regime in certain jurisdictions may facilitate dissatisfied shareholders to make claims against the Company.

Controlling Shareholder Risk

The Company's business and affairs are controlled by Mr. Ned Goodman, who directly or indirectly, owns shares representing approximately 99% of the votes attached to the Class B Common Shares and approximately 85% of the votes attached to all of the Company's shares in aggregate. Accordingly, Mr. Goodman may be able to control the board of directors or to cause or prevent a change of control of the Company. Under Canadian law, an offer to purchase the Common Shares, depending on the offered price, would not necessarily result in an offer to purchase the Subordinate Voting Shares.

Possible Volatility of Stock Price

The market price of the Company's shares has been, and may in the future be, subject to significant fluctuation in response to numerous factors, including variations in the annual or quarterly financial results of its subsidiaries or their competitors, the timing of announcements of acquisitions by its subsidiaries or their competitors, conditions in the economy in general or in the financial services, real estate, or resources sectors in particular, changes in applicable laws and regulations, rumours and speculation, and other factors. Moreover, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Company's shares for reasons unrelated to the performance of the Company or its subsidiaries. No prediction can be made as to the effect, if any, that future sales of shares or the availability of shares for future sale (including shares issued under share based compensation arrangements) will have on the market price of the shares existing from time to time. Sales of substantial quantities of such shares or the perception that such sales could occur, could adversely affect the price of the shares.

Information System Risk

The Company depends on a variety of information systems to operate effectively. A failure of any one of the information systems or a failure among the systems could result in operational difficulties, damage or loss of data, productivity losses or result in unauthorized knowledge and use of information.

Taxation

The Company may be subject to taxation in the jurisdictions in which it operates. Any changes in tax legislation and practice in these jurisdictions could adversely affect the Company.

Potential Conflicts of Interest

Certain of the directors or officers of the Company and its subsidiaries may also be directors or officers of companies that are in competition with the interests of the Company. No assurances can be given that opportunities identified by such board members will be provided to the Company.

Other

The Company cautions that the preceding discussion of factors that may affect future results is not exhaustive. The Company's performance may also be affected by other specific risks that may be highlighted from time to time in public filings of the Company or its subsidiaries which may be available on the Canadian Securities Administrators' website at www.sedar.com. Investors and others should carefully consider these factors, as well as other uncertainties, assumptions and industry and company specific factors that may adversely affect future results. The Company assumes no obligation, except as required by law, to update or revise its risk disclosure to reflect new events or circumstances.

ASSET MANAGEMENT

Exposure to Fluctuations in Value of Equity Interests

The Company may hold proprietary positions in various entities, and the value of these holdings will be subject to market conditions, movements in stock prices and other conditions beyond the control of the Company.

Concentration Risk

Concentration risk is the risk that any single or group of exposures will have the potential to produce losses large enough to materially affect the company as a whole or which threaten the ability of an entity to continue as a going concern. The Company's portfolio of proprietary positions is concentrated in the areas of resources, agriculture and real estate and certain individual positions within such areas may be substantial. By concentrating investments on fewer industries or issuers, there may be increased volatility in the value of the Company's securities.

Capital Requirements

The Company's wealth management subsidiaries operate in regulated environments and are subject to minimum regulatory capital requirements. Accordingly, they may be required to keep sufficient cash and other liquid assets on hand to maintain capital requirements. Although each regulated entity currently has sufficient capital, growth of the business may necessitate additional capital requirements and the failure to maintain required regulatory capital may subject the relevant registrant to fines, suspension or revocation of registration or could prohibit the Company from expanding. In certain instances, regulatory capital requirements may increase due to a change in the market value of securities held, some of which are beyond our control. The Company monitors the level of regulatory capital required in each of its business units on an ongoing basis to ensure minimum requirements are met.

Market Influences and Current Financial Conditions

Negativity in domestic and international capital markets may create challenges for the Company's asset management subsidiaries. The volatility of capital markets is beyond the control of the Company and its subsidiaries, but may impact the Company's overall profitability. Revenues from the Company's asset management segment are based on the market values of assets under management generally determined using trading values of underlying securities in global markets. Any decline in the financial markets or lack of sustained growth in such markets may result in a corresponding decline in performance and may adversely affect assets under management and assets under administration, fees and/or revenues and the market value of proprietary holds, which would reduce cash flow to the Company. The state of the capital markets in general and the unpredictability of the global economy may also affect clients' willingness to actively trade in capital markets, impacting commission and trading revenues.

Investee Company Risk Management

Given the diversified and decentralized nature of the Company's operations, the Company seeks to ensure that risk is managed as close to its sources as possible, and by management teams that have the most knowledge and expertise in the business or risk area. As such, business specific risks are generally managed at the operating platform ("**Investee**") level, as the risks vary based on the unique business and

operations characteristics. The specific manner and methodologies by which risks are addressed and mitigated vary based upon, among other things, the nature of the risks and of the assets and operations to which they apply, the geographic location of the assets, the economic, political and regulatory environment, and the Company's assessment of the benefits to be derived from such mitigation strategies. There can be no assurance that the management teams of Investee companies will manage risks effectively, and the business, financial condition and operating results of the Company may be adversely affected if risk is not properly managed by its Investee companies.

Competition

The Company operates in a highly competitive environment that includes other providers of asset and wealth management products and services such as banks, investment fund companies, financial advisors, investment dealers and insurance companies, some of which have greater financial or other resources than the Company. Competition is based on a wide range of factors including brand recognition, investment performance, the types of products offered by the competitor, business reputation, financial strength, continuity of institutional, management and sales relationships and quality of service. In order to remain competitive, the Company will continue to be innovative in the development of financial products and solutions, to monitor its investment performance and to provide the highest level of service to clients.

In addition, there may be competitive pressures from time to time to lower the fees that are charged for the Company's products and services. While the Company believes that its current fee structures are competitive with industry peers, changes to management fees and performance rates, will affect the operating results. There can be no assurance that the Company will maintain its current standing in the market or its current market share, and the business, financial condition and operating results of the Company may be adversely affected should circumstances change.

Performance Based Fee Arrangements May Increase Volatility of Revenues

A portion of the Company's advisory and fee revenues may potentially be derived from performance fees. If the investment return of a particular fund or portfolio does not meet or exceed the investment return benchmark for a specific period no performance fees will be generated, and, if the performance fee is based on cumulative returns, the Company's ability to earn performance fees in the future may be impaired.

Market Risk in Trading Activities and Investments

Market risk is the potential for loss from an adverse movement in the value of a financial instrument. The Company incurs market risks in its trading positions, underwriting activities and in its portfolio of investment securities. DSL engages in various capital markets activities that are very sensitive to price fluctuations. These include active positioning of trading securities in anticipation of price movements and commitments to underwrite the issuance of securities. The Company's portfolio of corporate investments is also exposed to market risk from fluctuations in fair values.

The Company and designated affiliates manage market risk as part of their risk management framework, which comprises various controls and procedures to ensure that the risk exposures are monitored closely and that positions taken are duly authorized. These procedures and controls include:

- procedures for the mark to market valuation of positions to measure risk exposure, including procedures to assess market prices of positions which are not actively traded;
- setting of trading exposure limits and loss limits at DSL in compliance with its approved trading strategies, taking into account its trading experience, market volatility, the liquidity of the position, interest rates and its tolerance for market risk;
- processes in place at GCIC to ensure that risks affecting GCIC's business are promptly identified, that the impact of each such risk is analyzed, and that the appropriate controls are put in place to manage and monitor the risks, and
- procedures to identify significant market risk concentration and risk exposure and to escalate the

reporting of these risk positions to senior management and risk personnel for monitoring.

There can be no assurance that these controls and procedures will be effective or sufficient to manage or mitigate these market risks.

Regulatory and Litigation Risk

The regulatory operating environment for asset management and financial services operations in Canada continues to expand, becoming more extensive, onerous and complex. The Company supports regulatory changes that enhance the integrity and reputation of the industry and that protect the interests of its client base. Compliance personnel participate in the development of new legislation and regulations. New regulatory requirements, however, may involve changes to the way the Company currently conducts business or may increase the cost and associated profitability of its business. Laws and regulations applied at the national and provincial levels generally grant governmental agencies and self-regulatory bodies broad administrative discretion over the activities of the Company's subsidiaries, including the power to limit or restrict such business activities. Possible sanctions include the revocation or imposition of conditions on licenses or registrations to operate certain businesses, the suspension or expulsion from a particular market of any of the Company's business segments or their key personnel or financial advisors, and the imposition of fines. There is also the potential that the laws or regulations governing the Company's operations or particular investment products or services could be amended or interpreted in a manner that is adverse to business activities. The Company believes that its ability to comply with all applicable laws and regulations, including emerging changes, is dependent upon the establishment, implementation and maintenance of extensive compliance policies and procedures.

Regardless of its effectiveness in monitoring and administering established compliance policies and procedures, the Company, and any of its directors, officers, employees and agents, may be subject to liability or fines that may limit our ability to conduct business. The Company maintains various types of insurance to cover certain potential risks and continuously evaluates the adequacy of this coverage. In recent years, the cost of obtaining insurance has increased while the number of insurance providers has decreased. As a result of the introduction of the secondary market civil liability regime, the ability to obtain insurance on reasonable economic terms may be even more difficult in the future.

Commitment of Key Personnel

The Company's strategic focus is dependent on the abilities, experience and efforts of the members of its executive team. Accordingly, the recruitment and retention of competent personnel and continuous training and transfer of knowledge are key activities that are essential to the Company and its subsidiaries' performance.

Operational Risk

Operational risk is generally regarded as the risk of loss resulting from insufficient or failed internal processes, people and systems or external events. Operational risk is inherent in the activities of financial institutions, and includes incorrect or unauthorized trade execution, failed settlement and transaction processing, documentational errors, fiduciary breaches, improper disclosures involving securities and wealth management activities, theft and fraud. The impact of any of these can result in significant financial loss, reputational harm, and regulatory censure and penalties. While operational risks cannot be eliminated, they can be managed with proper internal control processes and procedures and the deployment of qualified personnel. The Company has established a framework for operational risk management that includes procedures and control measures, the deployment of qualified and competent compliance and audit personnel, a process for regular review of controls by senior management and the use of external insurance coverage where appropriate.

Business Infrastructure

The Company and its business units rely on third-party service providers for key components of their respective business infrastructure, including the brokerage accounting system in its investment dealer operations, the unit holder and fund accounting systems in its wealth management business, as well as critical data connections for trade execution and business communications. A failure of any key

component of its infrastructure could result in significant disruptions to the business and could have a materially adverse effect on results of operations. While the Company has addressed this risk by instituting various procedures and plans for business continuity and redundancy, there can be no assurance that material disruptions can be averted in the event of a failure of a key component.

Credit Risks in Securities Transactions

The Company is exposed to the risk that third parties owing cash, securities or other assets, may not fulfill their obligations, due to lack of liquidity, bankruptcy, operational failure or other causes. These parties include trading counterparties, customers, clearing agents, exchanges, clearing houses, other financial intermediaries and issuers whose securities are held by the Company or its subsidiary. Credit risks associated with customers include amounts loaned in margin accounts. While credit exposure to specific clients, counterparties and other debtors is reviewed in the normal course, default risk may arise from events or circumstances that are otherwise difficult to detect. An unexpected decline in the value of any securities held as collateral for margin loans may expose the Company's wealth management subsidiary to credit losses.

Risks of Underwriting Activities

The underwriting business involves both economic and regulatory risks. Underwriting activities may decline for a number of reasons, impacting our revenues. An underwriter may incur losses if it is unable to resell the securities it is committed to purchase or if it is forced to liquidate its commitment at less than the agreed purchase price. We may also be subject to liability for material misstatements or omissions in prospectuses and other communications with respect to underwritten offerings and may be exposed to claims and litigation arising from such offerings.

REAL ESTATE

Real Estate Ownership

Real estate ownership is generally subject to numerous risks, including changes in general economic conditions such as the availability and cost of mortgage funds, local economic conditions such as an oversupply of office, industrial and retail properties or a reduction in demand for real estate in the area, the attractiveness of properties to potential tenants or purchasers, the ability of tenants to meet their lease obligations, competition for available space and other factors.

Capital Requirements

Our real estate assets may be financed through debt. Upon the expiry of the term of the financing of any particular property, refinancing may not be available or may be available only on terms less favourable to us than existing financing. Our real estate operations may require additional financing in order to grow and expand.

Illiquidity of Real Estate Investments

An investment in real estate is relatively illiquid. Such illiquidity will tend to limit our ability to vary our real estate portfolio promptly in response to changing economic or investment conditions. In recessionary times it may be difficult to dispose of certain types of real estate. The costs of holding real estate are considerable and, during an economic recession, we may be faced with ongoing expenditures with a declining prospect of incoming receipts. If we are unable to refinance our mortgages on acceptable terms, or at all, we may need to dispose of one or more of our real estate assets. In such circumstances, it may be necessary for us to dispose of properties at lower prices in order to generate sufficient cash for operations on a timely basis. Additionally, financial or operating difficulties of other owners resulting in distress sales could depress asset values in the markets in which we operate in times of illiquidity. These conditions could reduce our ability to respond to changes in the performance of our real estate investments and accordingly, could adversely affect the financial condition and results of operations of our real estate subsidiaries.

Market Influences

As a result of market conditions, real estate focused issuers in which the Company invests (the “**Real Estate Investees**”) may not be able to, or may not wish to develop their land holdings. Development of land holdings and properties that are to be constructed are subject to a variety of risks, not all within the Company’s control. Such risks include lack of funding, variability in development costs and unforeseeable delays.

Regulatory and Environmental Risks

Real Estate Investees are subject to various federal, provincial and state laws relating to environmental matters. Such laws provide that it could be liable for the costs of removal and remediation of certain hazardous, toxic substances released on or in its properties or disposed of at other locations, as well as potentially significant penalties. The Real Estate Investees have insurance and other policies and procedures in place to review and monitor environmental exposure, which it believes mitigates these risks to an acceptable level. Some of the properties owned by the Real Estate Investees currently have or have had tenants that use hazardous substances or create waste. Such uses can potentially create environmental liabilities. A few issues have been identified through site assessments, including the need to remediate or otherwise address certain contaminations. These issues are being carefully managed with the involvement of professional consultants. Where circumstances warrant, designated substance surveys and/or environmental assessments are conducted. Although environmental assessments provide some assurance, the Real Estate Investees may become liable for undetected pollution or other environmental hazards on its properties against which it cannot insure, or against which it may elect not to insure where premium costs are disproportionate to the Real Estate Investees’ perception of relative risk. The Company understands that the Real Estate Investees do not currently anticipate material expenditures in respect of any required remediation.

Credit Risk

Real estate investments are often made as joint ventures or partnerships with third parties. These structures involve certain additional risks, including the possibility that the co-venturers/partners may, at any time, have economic or business interests inconsistent with Real Estate Investees’, the risk that such co-venturers/partners could experience financial difficulties which could result in additional financial demands on the Real Estate Investees to maintain and operate such properties or repay debt in respect of such properties, and the need to obtain the co-venturers/partners’ consents with respect to certain major decisions in respect of such properties. The Real Estate Investees attempt to mitigate these risks by performing due diligence procedures on potential partners and contractual arrangements, and by closely monitoring and supervising the joint venture or partnership.

Development Risks

In connection with its real estate operations, the Real Estate Investees must comply with extensive regulations affecting the real estate development process. In particular, governmental authorities regulate such matters as zoning and permitted land uses, levels of density, and building standards. The Real Estate Investees must obtain approvals from various governmental authorities and comply with local provincial and federal laws, including laws and regulations concerning the protection of the environment in connection with such development projects. Obtaining such approvals and complying with such laws and regulations may result in delays which cause the Real Estate Investees to incur additional costs which impact the profitability of a development project, or may restrict development activity altogether with respect to a particular project.

As well, the Company’s real estate operations are impacted by its ability to hire and retain sufficient skilled and experienced contractors required to develop its real estate projects in a cost effective and timely manner. An inability to hire or retain skilled workers or changes in the relationship with its workforce could result in work stoppages which may have a material adverse effect on the profitability of its real estate development activities.

The Company’s real estate development activities are also sensitive to the credit and financial stability of counterparties. The Company’s earnings would be adversely affected if purchasers of real estate

properties or land and housing holdings were to become unable or unwilling to meet their obligations to the Real Estate Investees or if the Real Estate Investees are unable to close the sale of a significant number of units in a development project on economically favourable terms. This could have an adverse impact on the Real Estate Investees' liquidity and could reduce its ability to pursue further acquisitions or meet other financial obligations. If there are significant adverse changes in economic or real estate market conditions, the Real Estate Investees may have to sell properties at a loss or hold undeveloped land or developed properties in inventory longer than planned. Inventory carrying costs can be significant and may result in losses in a poorly performing project or market.

Operational Risk

The Real Estate Investees revenue properties generate income through rent received from tenants. Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant replaced. Certain significant obligations, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges must be made regardless of whether or not a property is producing sufficient income to pay such expenses. Upon the expiry of the term of the financing of any particular property, refinancing may not be available or may not be available on reasonable terms. Distributions from the Real Estate Investees are not guaranteed and may fluctuate with their financial performance.

RESOURCES

The Resources Industry

The resources industry is highly competitive and involves a number of risks. Revenues and profits depend on market prices for resource commodities, which can fluctuate materially. Adverse fluctuations can have a significant negative effect on our revenues and profitability and the revenues and profitability of our Resource Investees. Resource mining and exploration, and oil and gas exploration and exploitation involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins and flooding that could result in damage to life or property, environmental damage and possible legal liability. It is also highly capital intensive and the ability to complete a development or exploration project may be dependent on the entity's ability to raise additional capital. Adverse global markets may impact our ability and that of our resource based subsidiaries and equity accounted investees ("**Resource Investees**"), to obtain equity or debt financing in the future and, if obtained, on favourable terms. In certain cases, this may be achieved only through joint ventures or other relationships that would reduce the entity's ownership interest in the project. There is no assurance that additional resources or reserves in commercial quantities will be discovered, or that development operations will prove successful.

In addition, many of our equity accounted investments are early stage resource exploration and development issuers that require significant upfront capital to extract resources. They are dependent upon equity markets to fund their activities, and attracting such funding tends to be dependent upon posting positive results from exploration activities. Consequently, our equity investments in such early stage exploration and development issuers are subject to significant uncertainty, market risk and price volatility.

Agriculture

Unpredictable Weather Conditions, Pest Infestations and Diseases

The occurrence of severe adverse weather conditions, especially droughts, floods or frost, is unpredictable and may have a potentially devastating impact on agricultural, aquaculture and livestock production, and may otherwise adversely affect the supply and price of the agricultural commodities that agricultural focused issuers in which the Company invests ("**Agricultural Investees**") sell and use in their businesses. The effects of severe adverse weather conditions may reduce yields of Agricultural Investees' products or require such companies to increase their level of investment to maintain yields. There is no assurance that financing would be available to such Agricultural Investees to make such

investments.

The occurrence and effects of disease can be unpredictable and devastating to agricultural, livestock and aquaculture products, potentially rendering all or a substantial portion of the affected harvests unsuitable for sale. A significant outbreak may adversely impact the livestock for a number of seasons, impacting the growth trajectory of certain Agricultural Investees. Although some diseases are treatable, the cost of treatment may be high, and such events could adversely affect Agricultural Investees' operating results and financial condition. Furthermore, if Agricultural Investees fail to control a given disease and its production is threatened, it may be unable to supply its customers.

Product Contamination

If Agricultural Investees' products become contaminated, they may be subject to product liability claims, product recalls and restrictions on exports that would adversely affect their businesses. The sale of food products for human consumption involves the risk of injury to consumers. These injuries may result from tampering by third parties, product contamination or spoilage resulting in the presence of bacteria, pathogens, foreign objects, substances, chemicals, other agents, or residues introduced to the product.

Consumption of Agricultural Investees' products could cause a health-related illness in the future and such companies could become subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that Agricultural Investees' products caused illness or injury could adversely affect its reputation with existing and potential customers and its corporate and brand image, and such companies may incur significant legal expenses.

Oil and Gas

Requirement for Significant Capital Investment

The future success of oil and gas issuers in which the Company invests ("**Oil & Gas Investees**") depends upon their ability to find, develop or acquire oil and natural gas reserves that are economically recoverable. Reserves and production therefrom will generally decline as reserves are depleted, except to the extent that the Oil & Gas Investees conduct successful exploration or development activities or acquire additional properties containing reserves, or both. To increase reserves and production, the Oil & Gas Investees may undertake development, exploration and other replacement activities or use third parties to accomplish these activities.

The Oil & Gas Investees may not have sufficient resources to undertake exploration, development and production activities or the acquisition of oil and natural gas reserves. Exploratory projects or other replacement activities, if any, may not result in significant additional reserves and the Oil & Gas Investees may not have success drilling productive wells. The Oil & Gas Investees may require additional financing in order to carry out oil and natural gas acquisition, exploration and development activities that cannot be satisfied from cash flow from operations. There is a risk that if the economy and banking industry experience unexpected and/or prolonged deterioration, the Oil & Gas Investees' access to additional financing may be affected. Failure to obtain such additional financing on a timely basis could cause the Oil & Gas Investee to forfeit interests in certain properties, miss certain acquisition opportunities and reduce or terminate operations. To the extent that external sources of capital become limited, unavailable, or available only on onerous terms, the Oil & Gas Investee's ability to make capital investments and maintain existing assets may be impaired, and their assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result. Additionally, there can be no assurance that additional debt or equity financing will be available to meet these requirements on favourable terms or at all.

Uncertainties Associated with Exploration and Development of Unproved Properties

The Oil & Gas Investees hold significant amounts of unproved property. Development and exploratory drilling and production activities are subject to many risks, including the risk that no commercially productive reservoirs will be discovered. There can be no assurance that all prospects will be economically viable or that an Oil & Gas Investee will not ultimately abandon a particular investment. There can be no assurance that unproved property will be profitably developed, that new wells drilled in

prospects will be productive or that an Oil & Gas Investee will recover all or any portion of its investment in such unproved property or wells.

Drilling for oil and natural gas may involve unprofitable efforts, not only from dry wells but also from wells that are productive but do not produce sufficient commercial quantities to cover the drilling, operating and other costs. The cost of drilling, completing and operating a well is often uncertain, and many factors can adversely affect the economics of a well or property. Drilling operations may be curtailed, delayed or cancelled as a result of unexpected drilling conditions, equipment failures or accidents, shortages of equipment or personnel, environmental issues and for other reasons. In addition, wells that are profitable may not meet internal return targets, which are dependent on the current and expected future market prices for oil and natural gas, expected costs associated with producing oil and natural gas and the Company's ability to add reserves at an acceptable cost.

Infrastructure Risk

Oil and natural gas exploration and production and the sale of such production depends on adequate infrastructure. Reliable roads, bridges, power sources and water supplies are important determinants which affect capital and operating costs. Due to the location of the Oil & Gas Investees properties, there may be limited infrastructure currently available to transport product to market opportunities. In particular, while UHIC intends to access or construct and commission its own pipeline and facilities infrastructure, there is no guarantee that this infrastructure will be completed or accessed on a timely basis or at all. Infrastructure projects are dependent on third parties, require significant capital expenditure, and require the transport of materials and personnel to the relevant sites. While UHIC has taken several steps to improve local infrastructure, including building roads and bridges to improve access to its fields, there can be no assurance that UHIC's operations, properties or its facilities will not be adversely impacted by the lack of developed infrastructure. Any significant delay in the completion of necessary infrastructure projects may have a material adverse impact on the Company's business, results of operations and financial condition.

Uncertainty of Reserve Estimates

There are numerous uncertainties inherent in estimating the quantity and the quality of reserves and resources, including many factors beyond the Company's control. The Oil & Gas Investees' reserves and resources estimates are derived from the interpretation of seismic and other geoscientific data and, where appropriate, well test results and logs. Such interpretation and estimates of the amounts of reserves and resources are subjective and the results of seismic, drilling, testing and production subsequent to the date of any particular estimate may result in substantial revisions to the original interpretation and estimates.

Foreign Oil Operations

The Oil & Gas Investees' foreign oil projects are in the exploratory stage, and subject to risks, expenses and uncertainties associated with the implementation of business plans that are not typically faced by more mature companies. New operations must construct the necessary infrastructure, develop successful business relationships, establish operating procedures, hire staff, install management information and other systems and obtain licences, as well as take other measures necessary to conduct their intended business activities.

The Oil & Gas Investees' foreign oil operations may be adversely affected by, among other things, changes in the political or economic environment in its foreign jurisdictions, changes in law, regulation of tariff structures, lack of adequate infrastructure, or criminal or terrorist activity. In particular, UHIC operates in Chad, which has endured decades of civil war and unrest. There can be no assurance that operations within Chad will not be adversely affected by ongoing or future civil war or unrest. In addition, there can be no assurance that industries deemed of national or strategic importance to Chad will not be subject to nationalisation or other expropriation proceedings. The operations, properties and facilities of UHIC are subject to the risks associated with the foregoing activities. If UHIC's operations are so affected, it could have a material adverse effect on the Company, its business, results of operation and financial condition.

Declining General Economic, Business or Industry Conditions

Concerns over global economic conditions, fluctuations in interest rates and foreign exchange rates, stock market volatility, energy costs, geopolitical issues, inflation, the availability and cost of credit, the European debt crisis and slowing economic growth in developing countries have contributed to increased economic uncertainty and diminished expectations for the global economy. These factors, combined with volatile prices of oil and natural gas, declining business and consumer confidence and increased unemployment, have precipitated an economic slowdown and a recession. In addition, continued hostilities in the Middle East and the occurrence or threat of terrorist attacks in the United States or other countries could adversely affect the economies of Canada, the United States and other countries. Concerns about global economic growth have had a significant adverse impact on global financial markets and commodity prices. If the economic climate in Canada or abroad deteriorates further, worldwide demand for petroleum products could diminish further, which could impact the price at which the Oil & Gas Investees can sell oil and natural gas, and ultimately adversely impact the Company's results of operations, liquidity and financial condition.

Competition

The resources industry is competitive in all its phases. The Company's Resource Investees compete with numerous other participants in the search for the acquisition of mining and oil and natural gas properties and in the marketing of the resulting products. A Resource Investee's ability to increase reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for exploratory drilling. Competitive factors in the distribution and marketing of resource products include price and methods of reliability of delivery. Competition in the resources industry includes companies which have greater financial resources, staff and facilities than those of the Company's Resource Investees.

Insurance

Resource operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts, cratering and oil spills, each of which could result in substantial damage to production facilities or other property and the environment, or in personal injury. As is the case with other participants in the resources industry, the Company's Resource Investees are not fully insured against all of these risks, nor are all such risks insurable. Although the Company's Resource Investees maintain liability insurance in an amount which they consider adequate and consistent with industry practice, the nature of these risks is such that liabilities could exceed policy limits, in which event the investees could incur significant costs that could have a material adverse effect upon its financial condition.

Political and Regulatory

Many of our Resource Investees operate in jurisdictions which cause their operations to be subject to business risks inherent in those jurisdictions, in addition to the business risks which are generally characteristic of the resources industry. Varying government policies, receipt and maintenance of necessary permits and title to properties, imposition of special taxes or similar charges by regulatory bodies, foreign exchange rate fluctuations and controls, access to capital markets, civil disturbances, deprivation or unenforceability of contract rights or the taking of property without fair compensation, lack of adequate infrastructure and credit risk may impact these operations. It is important that the entities operating in foreign jurisdictions maintain good relationships with the governments of such jurisdictions. This may not be possible if the government of a country changes.

Certain regions in which our Resource Investees operate have historically been subject to political and economic instability. The increased levels of instability and civil unrest in the Middle East and North Africa in recent months highlights the potential risks associated with the foreign operation of the Company, its subsidiaries and equity investees. Operating in foreign jurisdictions may necessitate capital expenditures being denominated in several different currencies, while the Company is reporting in Canadian dollars. Fluctuations in the rates of exchange may affect the ability of investee companies to carry out their exploration and development programs. Future development costs may be higher than

currently envisioned due to unforeseen events such as currency fluctuations.

Environmental, Health and Safety Regulations

Environmental, health and safety legislation affects nearly all aspects of the Company's and its Resource Investees' operations including mine and oil and natural gas development, worker safety, waste disposal, emission controls and protection of endangered and protected species. Compliance with environmental, health and safety legislation can require significant expenditures and failure to comply with environmental, health and safety legislation may result in the imposition of fines and penalties, the temporary or permanent suspension of operations, clean-up costs arising out of contaminated properties, damages and the loss of important permits. Exposure to these liabilities arises not only from existing operations, but from operations that have been closed or sold to third parties. The companies engaged in resource activities may be required to reclaim properties after extraction is completed and specific requirements vary among jurisdictions. In some cases, financial assurances as security for reclamation costs may be required which may exceed estimates for such costs. The Company and its Resource Investees may also be held liable for worker exposure to hazardous substances and for accidents causing injury or death. There can be no assurances that the Company or its Resource Investees will at all times be in compliance with all environmental, health and safety regulations or that the steps to achieve compliance would not have a materially adverse effect on our business.

Environmental, health and safety laws and regulations are evolving in all jurisdictions where the Company operates. The Company is not able to determine the specific impact that future changes in environmental, health and safety laws and regulations may have on our resource operations and activities, and our resulting financial position; however, we anticipate that capital expenditures and operating expenses will increase in the future as a result of the implementation of new and increasingly stringent environmental, health and safety regulations. For example, emissions standards are expected to become increasingly stringent as are laws relating to the use and production of regulated chemical substances. Further changes in environmental, health and safety laws, new information on existing environmental, health and safety conditions or other events, including legal proceedings based upon such conditions or an inability to obtain necessary permits, could require increased financial reserves or compliance expenditures or otherwise have a material adverse effect on the Company's Resource Investees.

Commodity Prices

The Company's revenues, profitability and growth will depend substantially on prevailing commodity prices, which can be volatile and subject to fluctuation. Changes in commodity prices will directly affect the Company's expected revenues and net income. Factors affecting the market price of commodities include, but are not limited to:

- changes in global and regional supply and demand and expectations regarding future supply and demand;
- the condition of the world economy and geopolitical events;
- the worldwide military and political environment and uncertainty or instability resulting from the escalation or outbreak of armed hostilities or acts of terrorism in oil producing countries;
- other actions taken by major commodity producing or consuming countries or companies;
- governmental regulations and actions, including export restrictions, price regulation and taxes;
- the development, availability, price and acceptance of alternative fuels; and
- weather conditions and natural disasters in producing regions.

Skilled Labour, Reliance on Operators and Availability of Equipment

The resources industry involves risks regarding labour and employment matters. To the extent that the Company is not the operator in its projects, the Company will be dependent on such operator for the timing of activities related to such projects and will largely be unable to direct or control the activities of

the operator. The Company's success will therefore be dependent, in part, upon the performance of its joint venture partners, key managers, service providers and consultants. If resource companies are unable to hire and retain sufficient skilled employees, the ability to operate optimally will be impaired. As a consequence of the Company's dependence on the services of senior management and a small number of highly skilled and experienced executives and personnel, the loss of such key personnel could have a material adverse effect on the Company's resource operations. Adverse changes in the scheme of labour relations which may be introduced by governmental authorities may also have a material effect on the business, results of operations and financial condition.

Resource activities are also dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for equipment or access restrictions may affect the availability of such equipment to the Company's Resource Investees and may delay exploration and development activities. In addition, equipment failures may occur which could result in injuries and/or exploration and development delays. To the extent that the Company's Resource Investee is not the operator of its resource properties, it will be dependent on such operators for the timing of activities related to such properties and will be largely unable to direct or control the activities of the operators.

MATERIAL CONTRACTS

Other than contracts eligible for the ordinary course of business filing exemption, the only material contracts entered into by the Company in the fiscal year ended December 31, 2016 which remain in effect are as follows: (i) the Arrangement Agreement, dated April 12, 2013, as amended, among Dundee Corporation, DREAM Limited, Dundee Realty Corporation and Sweet Dream Corp. providing for, among other things, the terms of the DREAM Arrangement, the conditions to the completion of the DREAM Arrangement, actions to be taken prior to and after the effective date of the DREAM Arrangement and certain indemnities; and (ii) the Warrant Indenture dated February 12, 2016 with Computershare Trust Company of Canada in connection with the completion of the share exchange transaction pursuant to which each First Preference Share, Series 4 of the Company was exchanged for: (i) 0.7136 of a First Preference Share, Series 5 of the Company; and (ii) 0.25 of a Class A subordinate voting share purchase warrant pursuant to a plan of arrangement under section 182 of the *Business Corporations Act* (Ontario).

Copies of the above material contracts are available for inspection on SEDAR at www.sedar.com.

TRANSFER AGENT AND REGISTRAR

The Company's registrar and transfer agent is Computershare Investor Services Inc., located at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada.

EXPERTS

The financial statements for the financial year ended December 31, 2016, have been audited by PricewaterhouseCoopers LLP, the Company's auditors who are independent in accordance with the auditors' rules of professional conduct in Canada.

AUDIT COMMITTEE

COMPOSITION OF AUDIT COMMITTEE

As at March 30, 2017, the audit committee of the directors of the Company (the “**Audit Committee**”) was composed of the following persons:

K. Barry Sparks (Chairman)
Virginia Gambale
Garth A. C MacRae

The directors of the Company have determined that each of the members of the Audit Committee is independent and financially literate within the meaning of Multilateral Instrument 52-110 Audit Committees. Financial literacy is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

RELEVANT EDUCATION AND EXPERIENCE OF AUDIT COMMITTEE MEMBERS

The education and experience of each Audit Committee member that is relevant to such member’s responsibilities as a member of the Audit Committee are set out below:

K. Barry Sparks

Mr. K. Barry Sparks, B. Comm., FICB, has served as a director of the Company since April 1993 and as Chairman of the Audit Committee since 1998. Mr. Sparks commenced his career in corporate finance with the Royal Bank of Canada where he served until 1984, leaving as Vice President, Government and Business, Ontario. Since then he has provided corporate advice and management services through several companies. Mr. Sparks is President of Torvan Capital Group which, during 2005, became a division of Ashley Park Enterprises Inc. Mr. Sparks is the Chief Executive Officer and a director of Namsys Inc., a director of Metalo Manufacturing Inc., and was the Chief Financial Officer of a private Canadian operating corporation for over 20 years until its sale in 2014.

Virginia Gambale

Ms. Virginia Gambale is the founder and Managing Partner of Azimuth Partners LLC, a strategic advisory firm in the areas of Financial Services, Technology, Energy and Healthcare working with middle market and large corporations. Ms. Gambale has served on over 20 public and private boards and currently serves as a director for JetBlue and First Derivatives plc. Prior to founding Azimuth Partners, Ms. Gambale was a former senior operating executive of global corporations where she held senior management positions including CIO at Merrill Lynch, Bankers Trust, Deutsche Bank and Marsh & McLennan. Additionally, Ms. Gambale was the Head of Deutsche Bank Strategic Ventures and a General Partner at Deutsche Bank Capital.

Garth A. C. MacRae

Mr. Garth A. C. MacRae, Chartered Accountant, has served as a director of the Company since its inception in October 1991 and served as Vice Chairman from June 1993 until March 2004. Mr. MacRae has over 20 years of public accounting experience and has held executive positions with Hudson Bay Mining, Brinco Limited and Denison Mines Limited. Mr. MacRae is currently a director of Dundee Precious Metals Inc., Dundee Energy Limited, GeneNews Limited, and Uranium Participation Corporation.

AUDIT COMMITTEE CHARTER

The responsibilities and duties of the Audit Committee are set out in the Audit Committee’s charter, the full text of which is attached as Schedule “C” hereto.

PRE-APPROVAL POLICY

In November 2003, the directors of the Company, upon the recommendation of the Audit Committee, approved a formal policy which provides for the pre-approval by the Audit Committee or one of its members of all permitted non-audit services to be performed by the external auditor of the Company. Requests for pre-approval for permitted non-audit services are considered by the Audit Committee at its regularly scheduled meetings and by the Chairman of the Audit Committee between Audit Committee meetings, in which case, such matters are subsequently reported thereon at the next scheduled Audit Committee meeting. Since the implementation of this policy, all permitted non-audit services have been pre-approved in accordance with the provisions of the policy.

EXTERNAL AUDITOR SERVICE FEES

During 2016 and 2015, the Company (and its subsidiaries that were audited by the Company's external auditor) paid the following fees to the Company's external auditors, for the following fee categories:

Fee Category	2016 (\$)	2015 (\$)
Audit Fees	1,472,150	1,783,214
Audit-Related Fees	256,900	236,000
Tax Services Fees	152,300	193,480
Other Fees	0	0
TOTAL	1,881,350	2,212,694

Audit Fees

Audit fees include all fees paid to the Company's external auditor for the audit of the Company's consolidated financial statements and other required statutory/regulatory audits and filings of the Company and certain of its subsidiaries.

Audit-Related Fees

Audit-related fees include all fees paid to the Company's external auditor for audit-related services including the review of the Company's interim financial statements, preparation and/or review of certain filings with Canadian securities regulators, including comfort and consent letters, and accounting consultations on matters addressed during the audit and interim reviews.

Tax Services Fees

Tax services fees include all fees paid to the Company's external auditor for tax-related advice including tax return preparation and/or review and tax planning advice.

Other Fees

Other fees include fees for products and services provided by the Company's auditors other than the services included in "Audit Fees", "Audit-Related Fees" and "Tax Services Fees".

ADDITIONAL INFORMATION

Additional information with respect to the Company, including directors' and officers' remuneration and

indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company's management information circular for its most recent annual meeting of shareholders. Additional financial information is provided in the Company's audited consolidated comparative financial statements and notes to the audited consolidated financial statements and the Company's 2016 MD&A. Additional information relating to the Company has been filed with the securities regulators in Canada and may be accessed on SEDAR at www.sedar.com.

SCHEDULE "A"

UNITED HYDROCARBON INTERNATIONAL CORP. ("UHIC") FORM NI 51-101F1 STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION For fiscal year ended December 31, 2016

GLOSSARY OF TERMS

"commercial discovery" means a discovery that is potentially commercial when taking into account all technical, operational, commercial and financial data collected when carrying out appraisal work or similar operations, including recoverable reserves of petroleum, sustainable regular production levels and other material technical, operational, commercial and financial parameters, all in accordance with prudent international petroleum industry practices.

"Cost oil" means the proportion of total Hydrocarbon production in a Hydrocarbon Exploration Permit, minus any royalty due on production, which may be allotted to reimbursement of petroleum costs that are effectively covered by the UHIC for petroleum operation purposes.

"crude oil" means a mixture that consists mainly of pentanes and heavier hydrocarbons, which may contain sulphur and other non-hydrocarbon compounds, that is recoverable at a well from an underground reservoir and that is liquid at the conditions under which its volume is measured or estimated. It does not include solution gas or natural gas liquids.

"development costs" means costs incurred to obtain access to reserves and to provide facilities for extracting, treating, gathering and storing the oil and gas from the reserves. More specifically, development costs, including applicable operating costs or support equipment and facilities and other costs of development activities, are costs incurred to:

- (a) gain access to and prepare well locations for drilling, including surveying well locations for the purpose of determining specific development drilling sites, clearing ground, draining, road building, and relocating public roads, gas lines and power lines, to the extent necessary in developing the reserves;
- (b) drill and equip development wells, development type stratigraphic test wells and service wells, including the costs of platforms and of well equipment such as casing, tubing, pumping equipment and the wellhead assembly;
- (c) acquire, construct and install production facilities such as flow lines, separators, treaters, heaters, manifolds, measuring devices and production storage tanks, natural gas cycling and processing plants, and central utility and waste disposal systems; and
- (d) provide improved recovery systems.

"development well" means a well drilled inside the established limits of an oil or gas reservoir, or in close proximity to the edge of the reservoir, to the depth of a stratigraphic horizon known to be productive.

"exploration well" means a well drilled in search of new oil or gas accumulations.

"gross" means:

- (a) in relation to wells, the total number of wells in which the Company, or its investee, as applicable, has an interest; and
- (b) in relation to properties, the total area of properties in which the Company, or its investee, as applicable, has an interest.

"net" means:

(a) in relation to the Company's, or its investee's, as applicable, interest in wells, the number of wells obtained by aggregating the Company's, or its investee's, as applicable, working interest in each of its gross wells; and

(b) in relation to the Company's, or its investee's, as applicable, interest in a property, the total area in which the Company, or its investee, as applicable, has an interest multiplied by the working interest owned by the Company, or its investee, as applicable.

"operating costs" mean costs incurred to operate and maintain wells and related equipment and facilities, including applicable operating costs of support equipment and facilities and other costs of operating and maintaining those wells and related equipment and facilities.

"NI 51-101" means the National Instrument 51-101 — Standard of Disclosure for Oil and Gas Activities of the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time.

"petroleum" means: (i) any naturally occurring hydrocarbons in gaseous or liquid state; (ii) any mixture of naturally occurring hydrocarbons in gaseous or liquid state; or (iii) any petroleum (as defined in (i) or (ii) above) that has been returned to a reservoir.

"petroleum operations" means all exploration, gas marketing, development, production and decommissioning operations, as well as any other activities or operations directly or indirectly related or connected with said operations (including health, safety and environmental operations and activities) and authorized or contemplated by, or performed in accordance with PSC's.

"production" means recovering, gathering, treating, field or plant processing (for example, processing gas to extract natural gas liquids) and field storage of oil and gas.

"PSC" and **"Production Sharing Contract"** or means contracts or agreements entered into with a host government providing for petroleum operations in a defined area and the division of petroleum production from the petroleum operations.

"Profit Oil" means the amount of production, after deducting cost oil production allocated to costs and expenses that would be divided between the participating parties and the host government under a Production Sharing Contract.

"working interest" means a percentage of the ownership in an oil and gas concession granting its owner the right to explore and develop oil and gas from a specific property which normally bears its proportionate share of the costs of exploration, development and operations as well as any royalties or other production burdens.

(This is Form 51-101F1 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities ("NI 51-101"). Terms for which a meaning is given in NI 51-101 have the same meaning in this Form 51-101F1.)

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Form 51-101F3 Report of Management and Directors on Oil and Gas Disclosure	Filed separately

PART 1 DATE OF STATEMENT

Item 1.1 Relevant Dates

1. The date of this report and statement is: March 31, 2017.
2. The Effective Date of information provided in this statement is as of the Company's most recently completed fiscal year ended: December 31, 2016.

PART 2 DISCLOSURE OF RESERVES DATA

UHIC has no reserves and is therefore not reporting reserves or related future net revenue.

PART 6 OTHER OIL AND GAS INFORMATION

Item 6.1 Oil and Gas Properties and Wells

UHIC's oil and gas properties are all located onshore in the republic of Chad in Central Africa ("**Chad**" or the "**State**").

None of UHIC's oil and gas properties in the four Blocks held under the Production Sharing Contract ("**PSC**") in Chad have been attributed reserves. Under the terms of the PSC, the exploration license has an initial term of five (5) years and may be renewed for a term of three (3) years (subject to relinquishment of 50% of the exploration area). As such, the exploration license has remaining term of less than five (5) years and expires on May 2, 2020. For each commercial discovery UHIC declares during the exploration license, UHIC can apply for an exploitation license that has an initial term of twenty-five (25) years and may be renewed for an additional term of ten (10) years. USD\$2 million is payable to the State upon the issuance of each exploitation license. The preceding amounts are not cost recoverable.

Upon issuance of an exploitation license, the State may elect to back-in for up to a 25% participating interest. The State shall be responsible for its proportionate share of back-costs as well as its participating interest share of all future costs. All costs for which the State is responsible shall be paid by an advance from UHIC which shall accrue interest at the London Interbank Offered Rate ("**LIBOR**") rate plus 3% from the date due and shall be repayable out of the State's share of Cost Oil.

The DOC and DOD Blocks are located in the Doba Basin where UHIC has drilled four exploration wells to date and previous operators drilled five exploration wells resulting in four oil discoveries at Belanga, Belanga North, M'Biku and Lara, plus UHIC drilled 10 appraisal wells. Block H covers the heart of the Termit trough that is located in Chad, and extends North West into the neighboring Agadem Block of

Niger. Previous operators drilled five exploration wells on the Block resulting in two oil discoveries at Kumia and Kanem. The Largeau III Block is located in the central north area of Chad where there has been no drilling to date.

Item 6.2 Properties with No Attributed Reserves

UHIC's oil and gas properties are all located onshore in the republic of Chad in Central Africa. UHIC, through its wholly-owned subsidiary, United Hydrocarbon Chad Ltd. ("UHCL"), acquired its four blocks pursuant to the PSC dated May 2 and amended May 3, 2012. Under the terms of the PSC, UHIC was awarded an Exclusive Liquid and Gaseous Hydrocarbon Exploration Permit in four blocks on a total surface area deemed equal to 2,137,900 hectares. UHIC holds a 100% working interest in the four blocks:

- 1) The Block H Permit (excluding Sedigui) covers a total surface area of about 708,700 hectares;
- 2) The DOC Block has a defined total area of about 165,000 hectares;
- 3) The DOD Block has a total surface area of 83,200 hectares; and
- 4) The Largeau III Block covers an area of 1,181,000 hectares.

The exploration license has an initial term of five (5) years and may be renewed for a term of three (3) years (subject to relinquishment of 50% of the exploration area). As such, the exploration license has remaining term of less than five (5) years and expires on May 2, 2020.

The minimum work obligation for the initial term was a work program costing a minimum of USD\$75 million. The minimum work obligation for the renewal term would be a work program costing a minimum of USD\$5 million. If UHIC fails to satisfy the minimum work obligation of any term, it shall pay the State 50% of the value of the unspent obligation. During the renewal term, UHIC shall post a bank guarantee for 50% of the work commitment, which may be reduced proportionately as work is completed. Any expenditures during the initial term in excess of the minimum work obligation for such term may be applied towards the minimum work obligation for the renewal term, provided that if the minimum work obligation for the renewal term is satisfied in its entirety prior to commencement of the renewal term, UHIC shall drill at least one exploration well during the renewal term. UHIC has exceeded minimum work obligation for the initial term.

Item 6.2.1 Significant Factors or Uncertainties Relevant to Properties with No Attributed Reserves

As at the effective date of this report, reserves have yet to be attributed to any of the properties in which UHIC holds an interest.

The economic factors or uncertainties associated with UHIC's properties include the need for further delineation drilling, technology improvements and additional transportation capacity. Developing the Block H Permit is contingent on a pipeline to be built in that area. In January 2015, the governments of Chad and Niger announced the formation of the Niger Oil Transportation Corporation (NOTCO) which has proposed a pipeline route from Niger through UHIC's Block H, enroute to joining the export pipeline in the Doba Basin.

Upon issuance of an exploitation license, the State may elect to back-in for up to a 25% participating interest. The State shall be responsible for its proportionate share of back-costs as well as its participating interest share of all future costs. All costs for which the State is responsible shall be paid by an advance from UHIC which shall accrue interest at the London Interbank Offered Rate rate plus 3% from the date due and shall be repayable out of the State's share of Cost Oil. The royalty paid to the State shall be 14.25% of sales from production of crude oil and 5% of sales from production of natural gas, net of transportation costs.

The R-factor shall be determined quarterly for each exploitation license based on the following formula:

- Numerator: Cumulative value of UHIC's share of hydrocarbon production (from Cost Oil and Profit Oil) less cumulative production costs incurred by UHIC; and
- Denominator: Cumulative exploration costs and development costs incurred by UHIC

Where the R-factor is less than or equal to 2.25, the Profit Oil shall be split 60% to UHIC and 40% to the State. Where the R-factor is between 2.25 and 3, the Profit Oil shall be split 50% to UHIC and 50% to the State. Where the R-factor is greater than 3, the Profit Oil shall be split 40% to UHIC and 60% to the State.

Once UHIC estimates that, during the following year, the cumulative production from an exploitation license will attain 50% of the proved reserves of such license, it will submit to the State by August 31 of the then current year, an abandonment work program for such license. At the end of each year thereafter, UHIC shall contribute to an abandonment fund for such exploitation license an amount equal to: $[(\text{estimated cost of the abandonment work}) - (\text{previous contributions to the abandonment fund for such license})] \times (\text{total production from such license during the current year}) / (\text{proved reserves for such license developed and remaining to be produced as of the beginning of the then current year})$. Contributions to an abandonment fund are cost recoverable.

UHIC shall pay an annual land surface tax as follows: (i) USD\$1.00 per km² for the initial term, USD\$5.00 per km² for the renewal term and USD\$10.00 per km² for any extension of an exploration license; (ii) USD\$100 per km² for the initial term and USD\$150 per km² for a renewal term of an exploitation license; and (ii) USD\$45 per km² for the initial term of a transportation license. Land surface taxes are not cost recoverable.

UHIC is to pay an amount of USD\$75,000 per year for costs associated with presentation of the annual report and USD\$200,000 for each year during which audits are performed. These payments are made to the State and are cost recoverable. In addition, UHIC is to implement a training budget for personnel that are Chadian nationals which shall be a maximum of USD\$100,000 per year during the exploration phase and 1% of the total annual salaries of UHIC during an exploitation phase, which is cost recoverable. UHIC shall also contribute to the training of Ministry of Petroleum and Energy personnel and the promotion of employment in an amount equal to USD\$250,000 per year until the end of the exploration license and USD\$500,000 per year for each exploitation license, which is cost recoverable.

Item 6.3 Forward Contracts

UHIC is not party to any agreements relating to the transportation or marketing of oil and gas.

Item 6.5 Tax Horizon

UHIC was not required to pay income taxes during 2016. Given UHIC is in the exploration stage and does not currently have reserves, no reasonable estimate may be made as to when UHIC will be required to pay income taxes in the future.

Item 6.6 Costs Incurred

The net exploration, development and property acquisition costs incurred by UHIC in Chad during 2016 were \$nil million.

Item 6.7 Exploration, Appraisal and Development Activities

Gross Wells and Net Wells Completed During 2016

UHIC did not drill any wells during 2016.

Most Important Current and Likely Exploration and Development Activities

Due to depressed commodity prices, current exploration and development activities are under review.

Item 6.8 Production Estimates

UHIC is unable to estimate production or future net revenue from its oil and gas activities as of December 31, 2016.

Item 6.9 Production History

UHIC had no oil and gas production history as of December 31, 2016.

SCHEDULE "B"

**FORM 51-101F3 - REPORT OF MANAGEMENT AND DIRECTORS ON RESERVES DATA AND
OTHER INFORMATION**

Management of Dundee Corporation (the "**Company**") are responsible for the preparation and disclosure of information with respect to the Company's oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data.

The board of directors of the Company has reviewed the oil and gas activities of the Company and has determined that the Company had no reportable reserves as of December 31, 2016.

An independent qualified reserves evaluator or qualified reserves auditor has not been retained to evaluate the Company's reserves data. No report of an independent qualified reserves evaluator or qualified reserves evaluator will be filed with securities regulatory authorities with respect to the financial year ended on December 31, 2016.

The board of directors has reviewed the Company's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The board of directors has approved

- (a) the content and filing with securities regulatory authorities of Form 51-101F1 containing the information detailing the Company's oil and gas activities; and
- (b) the content and filing of this report.

(signed) David Goodman

David Goodman
President & Chief Executive Officer

(signed) Lucie Presot

Lucie Presot
Executive Vice President & Chief Financial
Officer

(signed) Mark Goodman

Mark Goodman
Director

(signed) Harold P. Gordon

Harold P. Gordon
Director

Dated this 30th day of March, 2017

SCHEDULE “C”

AUDIT COMMITTEE CHARTER

Organization

This Charter governs the operations of the Audit Committee. The Board of Directors shall appoint an Audit Committee (the “**Committee**”) of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson or delegate the authority to designate a chairperson to the Committee. For purposes hereof, members shall be considered independent as long as they satisfy all of the independence requirements for Board Members as set forth in the applicable stock exchange listing and securities commission standards.

Each member of the Committee shall be financially literate, or become financially literate within a reasonable period of time.

The Committee shall meet at least quarterly in addition to a meeting for audit planning purposes. The Committee shall meet separately and periodically with management, internal audit and with the independent auditors. The Committee shall report regularly to the Board of Directors with respect to its activities.

Purpose

The purpose of the Committee shall be to:

- Provide assistance to the Board of Directors in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; and (iii) the independent auditors’ qualifications and independence;
- Provide the Audit Committee report that Canadian securities laws require to be included in the Company’s annual information form.

The Committee shall retain and compensate such outside legal, accounting, or other advisors, as it considers necessary in discharging its oversight role.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, internal audit and management of the Company, and to determine that all parties are aware of their responsibilities.

Duties and Responsibilities

The Committee has the responsibilities and powers set forth in this Charter. Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting. The independent auditors are responsible for auditing the Company’s financial statements and for reviewing the Company’s unaudited interim financial statements. The Company’s internal auditor will report to the Chief Financial Officer on a day to day basis but will also have a direct reporting line to the Chair of the Committee. The Committee shall approve the internal auditor’s mandate which shall be reviewed annually.

The Company believes that, in carrying out the Committee’s responsibilities, its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to set the overall corporate “tone” for quality financial reporting and ethical behaviour.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

- The Committee shall be responsible to advise the Board, for the Board’s recommendation to shareholders, in respect of the appointment, compensation and retention of the independent

auditors.

- The Committee shall be directly responsible for the oversight of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the listed issuer, and the independent auditors must report directly to the Committee.
- At least annually, the Committee shall obtain and review a report by the independent auditors describing: (i) the firm's internal quality control processes; (ii) sanctions made by any government or professional authorities, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company (to assess the auditors' independence).
- After reviewing the foregoing report and the independent auditors' work throughout the year, and after receiving written confirmation from the auditors declaring their independence, the Committee shall evaluate the auditors' qualifications, performance and independence. Such evaluation shall include the review and evaluation of the lead partner of the independent auditors and take into account the opinions of management and the Company's personnel responsible for the internal audit function.
- The Committee shall determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under Canadian independence standards.
- The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall only engage the independent auditors to perform non-audit services permitted by law or regulation. The Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- The Committee shall discuss with the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation.
- The Committee shall regularly review with the independent auditors any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The Committee shall review any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office relating to problems or difficulties encountered with respect to significant auditing or accounting issues; and any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company.
- The Committee shall review and approve the quarterly financial statements, for submission to the Board of Directors, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent auditors prior to the filing of the Company's Quarterly Report. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The Committee shall discuss and review with management the quarterly certification process.
- The Committee shall review and recommend approval of the annual audited financial statements, to the Board of Directors, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent auditors prior to the filing of the Company's financial statements and Management's Discussion and Analysis. The Committee's review of the financial statements shall include: (i) major issues regarding accounting principles and

financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies; (ii) discussions with management and the independent auditors regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments; (iii) consideration of the effect of regulatory accounting initiatives, as well as off-balance sheet structures on the financial statements; (iv) consideration of the judgment of both management and the independent auditors about the quality of accounting principles; and (v) the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under professional standards. The Committee shall discuss and review with management the annual certification process.

- The Committee shall receive and review a report from the independent auditors, prior to the filing of the Company's Annual Report, on all critical accounting policies and practices of the Company; all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditors; and other material written communications between the independent auditors and management.
- The Committee shall review and approve all related party transactions not in the ordinary course of business in the absence of a special committee of the Board of Directors designated for such function.
- The Committee shall review earnings press releases for recommendation to the Board.
- The Committee shall discuss with management, internal audit and the independent auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by internal audit and management of the Company in respect of Canadian securities law requirements, including any proposed securities laws.
- The Committee shall review with management the Company's compliance systems with respect to legal and regulatory requirements.
- The Committee shall review periodically with management and internal audit the risk of fraud with respect to the organization and the controls in place to manage those risks.
- The Committee shall ensure that the Company establish appropriate policies and procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall ensure that the Company has in effect clear hiring policies for employees or former employees of the independent auditors that meet Canadian independence standards and stock exchange listing standards.
- The Committee shall, with the assistance of management, determine the appropriate funding needed by the Committee for payment of: (1) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company; (2) compensation to any advisers employed by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- To the extent the Company maintains an internal audit function, the Committee shall meet with the internal auditor(s), discuss the overall scope and plans for the internal audit function, including approval of its mandate on an annual basis, and discuss the adequacy and effectiveness of internal

control with the internal auditor(s).

- The Committee shall ensure that the policies established pursuant to the Charter are communicated and to the best of its ability shall ensure that they are implemented by the audit committees of subsidiary companies where appropriate and the Committee shall ensure that the necessary follow-up is undertaken with such other audit committees.
- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.
- The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board of Directors.