Grenville Strategic Royalty Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of Grenville Strategic Royalty Corp. ("**Grenville**", the "**Company**", **"our**" or "**we**") is for the three months ended March 31, 2018. The information in this MD&A is current as of May 3, 2018, and should be read in conjunction with the interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2018 and the audited annual financial statements and MD&A for the year ended December 31, 2017.

The Company's interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2018 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"), and are recorded in Canadian dollars. Certain dollar amounts in this MD&A have been rounded to the nearest thousands of dollars.

FORWARD-LOOKING INFORMATION

This MD&A and documents incorporated by reference contain certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information contained herein may include, but is not limited to, information with respect to: prospective financial performance; including the Company's opinion regarding the current and future performance of its portfolio, expenses and operations; anticipated cash needs and need for additional financing; anticipated funding sources; future growth plans; royalty acquisition targets and proposed or completed royalty transactions; estimated operating costs; estimated market drivers and demand; business prospects and strategy; anticipated trends and challenges in the Company's business and the markets in which it operates; the Company's ability to pay dividends in the future and the amount and timing of those dividends; the Company's ability to successfully manage its joint venture relationships; and the Company's financial position. By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such information and statements.

An investment in securities of the Company is speculative and subject to a number of risks including, without limitation, risks relating to: the need for additional financing; the Company's ability to pay dividends in the future and the timing and amount of those dividends; the relative speculative and illiquid nature of an investment in the Company; the volatility of the Company's share price; the Company's limited operating history; the Company's ability to generate sufficient revenues; the Company's ability to manage future growth; the limited diversification in the Company's existing investments and the concentration of a significant amount of the Company's invested capital in a small number of investments; the Company's ability to negotiate additional royalty purchases from new investee companies; the Company's dependence on the operations, assets and financial health of its investee companies; the Company's limited ability to exercise control or direction over investee companies; potential defaults by investee companies and the unsecured nature of the Company's investments; the Company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters, including the potential impact of the Foreign Account Tax Compliance Act on the Company; the potential impact of the Company being classified as a Passive Foreign Investment Company ("PFIC"); reliance on key personnel, particularly the Company's founders; dilution of shareholders' interest through future financings; changes to the Company's accounting policies and methods; and general economic and political conditions; as well as the risks discussed under the heading "Risk Factors" on pages 17 to 28 of the Annual Information Form of the Company dated April 27, 2018 and the risks discussed herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this MD&A, the Company has made certain assumptions. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect the Company's business and its ability to identify and close new opportunities with new investees are material factors that the Company considered when setting its strategic priorities and objectives, and its outlook for its business.

Key assumptions include, but are not limited to: assumptions that the Canadian and U.S. economies relevant to the Company's investment focus will remain relatively stable over the next 12 to 24 months; that interest rates will not increase dramatically over the next 12 to 24 months; that the Company's existing investees will continue to make royalty payments to the Company as and when required; that the businesses of the Company's investees will not experience material negative results; that the Company will continue to grow its portfolio in a manner similar to what has already been established; that tax rates and tax laws will not change significantly in Canada and the U.S.; that more small to medium private and public companies will continue to require access to alternative sources of capital; and that the Company will have the ability to raise required equity and/or debt financing on acceptable terms. The Company has also assumed that access to the capital markets will remain relatively stable, that the capital markets will perform with normal levels of volatility and that the Canadian dollar will not have a high amount of volatility relative to the U.S. dollar. In determining expectations for economic growth, the Company primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements.

The forward-looking information and forward-looking statements contained in this MD&A are made as of the date of this MD&A, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking-information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

NON-IFRS MEASURES

This MD&A also refers to certain key performance indicators, including EBITDA, Adjusted EBITDA, Free Cash Flow, weighted average royalty rate and cash returned from royalty payments and Contract Buyouts to assist in assessing the Company's financial performance. EBITDA, Adjusted EBITDA, Free Cash Flow, weighted average royalty rate and cash returned from royalty payments and Contract Buyouts (the "**Non-IFRS Measures**") are financial measures used in this MD&A that are not standard measures under IFRS. The Company's method of calculating the Non-IFRS Measures may differ from the methods used by other issuers. Therefore, the Company's Non-IFRS measures may not be comparable to similar measures presented by other issuers. See section "**Definition of Non-IFRS Measures**" for an explanation on how they are calculated. These Non-IFRS measures should only be interpreted in conjunction with the most recently audited consolidated financial statements for the year ended December 31, 2017, which are available on SEDAR at www.sedar.com.

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OVERVIEW

Grenville earns its revenues by providing capital to private and public businesses (individually, an "**investee**" and collectively the "**investees**") primarily in exchange for long-term revenue streams and in selected cases Grenville may blend a royalty with an equity kicker that may increase returns. Revenues and returns come from five primary sources: 1) royalty revenues from the investees typically consisting of regular monthly payments that are contractually agreed to between Grenville and each investee ("**Royalties**"), which are typically perpetual or set for various contracted durations, received monthly, and reviewed and adjusted quarterly and/or annually based on the audited and unaudited performance of the investee's gross revenue or "top-line" performance; 2) contract buyouts ("**Contract Buyouts**") and contract buydowns ("**Contract Buydowns**"), where an investee repurchases a royalty from Grenville under contracted terms; 3) license fee income from joint ventures and 4) returns from equity and 5) other interest or investment income which may arise from any other forms of investment held by Grenville in the investee companies including, without limitation, capital from the sale of equity, capital generated subsequent to the sale of a secured investment, or value released from warrants, at the time of exercise.

GENERAL DESCRIPTION OF THE BUSINESS

Grenville is a leading royalty investment company in the small to medium enterprise (SME) private and public marketplace in North America. Grenville has identified a large and underserviced finance market for companies typically generating up to $50,000,000 in revenue, many of which are well managed and generating improving cash flow, however face difficult financing hurdles from traditional debt and equity alternatives. The royalty is a revenue-based investment which are aligned with the interests of founders, management and shareholders of SMEs. In select cases the Company may blend a royalty with an equity kicker that may increase returns. Grenville seeks to provide capital as a catalyst for growth and, where possible, to attract broader funding for each investee company. Grenville believes that it has identified an underserviced segment in North America which lies between traditional equity and debt financing with cost and contractual advantages.

Grenville is focused on building out a large, highly diversified portfolio of royalties and related investments which are diversified by currency (USD or CDN dollar); sector (neutral, cyclical or defensive); and investment type (stable growth, high growth or hybrid growth). The portfolio is actively managed with the aim to maintain a continual balance across currency, sector, and investment type. During the year ended December 31, 2016, Grenville reviewed performance indicators in existing investments and based on this work materially refocused investment criteria to favor companies with higher growth, measurable recurring or predictable revenue and the capability to raise capital from other investors. This refocus somewhat correlates with more technology-driven businesses, although opportunities for high returns occur in the wide range of industries covered by the company's diversification strategy.

Grenville has developed joint ventures with two entities, Foregrowth Holdco Inc. ("Foregrowth"), a subsidiary of Gravitas Ilium Corp. and Darwin Strategic Royalty Corporation ("Darwin"). These joint ventures provide Grenville with the opportunity to (i) spread risk over a larger group of investments to allow for growth without the need for capital from Grenville, (ii) use joint venture funding to mitigate any shortfall in deployable capital and (iii) generate additional returns through various fees and participation.

Grenville is not an operator of businesses. Grenville's business model is focused on managing and growing its portfolio of royalties and related investments. The advantages of this business model are:

- Exposure to the dynamic North American SME marketplace and long-term underlying revenue growth optionality;
- Limited exposure to many of the risks associated with individual small operating companies;
- Free cash-flowing investments with manageable cash requirements across the portfolio;
- A high-margin business that can generate cash through numerous economic cycles;
- A scalable and diversified business in which many assets can be managed with a small stable overhead; and
- A forward-looking business in which management focuses on growth opportunities rather than operational or development issues.

Grenville's financial results in the short-term are primarily tied to cash-flow generated from its portfolio of producing assets. From time to time, financial results are also supplemented by Contract Buyouts, Contract Buydowns and equity returns. While portfolio losses are expected from time to time, the Company's business thesis is that cash flows from Contract Buyouts will over time exceed those losses, allowing underlying growth from the core portfolio of investments held. Contract Buyouts can return up to two times or greater of the original investment even after excluding the royalties received throughout the investment. While still a relatively young company, Grenville's approach has provided a strong balance sheet to enable Grenville to make new investments.

REVERSE TAKEOVER

On March 12, 2018, the Company announced that it has entered into an arrangement agreement (the "**Arrangement Agreement**") with LOGiQ Asset Management Inc. ("**LOGiQ**") (TSX:LGQ) pursuant to which LOGiQ has agreed to acquire all of the issued and outstanding common shares of the Company (the "**Grenville Shares**") on the basis of 6.25 common shares of LOGiQ (the "**LOGiQ Shares**") for each outstanding Grenville Share (the "**Transaction**").

Under the terms of the Arrangement Agreement, the Transaction will be completed by way of a Plan of Arrangement under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The Transaction is subject to shareholder, Toronto Stock Exchange and Supreme Court of British Columbia approval, and the satisfaction of other customary closing conditions. The Transaction will require approval by at least 66⅔% of holders of the Grenville Shares at a special shareholders meeting scheduled for May 31, 2018. The continuance of LOGiQ from Alberta into British Columbia will require approval by at least 66⅔% of holders of the LOGiQ Shares by proxy at a special meeting. The issuance of the LOGiQ Shares pursuant to the Transaction will require approval by holders of a simple majority of the shareholders of LOGiQ, pursuant to the requirements of the TSX.

Following the completion of the Transaction, the pre-transaction owners of LOGiQ will hold approximately 33% and the pre-transaction owners of Grenville will own approximately 67% of the combined company. The management and the board will largely come from the Company and Grenville will be the acquirer for accounting purposes. On completion of the Transaction, Grenville will account for the transaction in accordance with the principles *of IFRS 3 Business Combination*.

Further details regarding the Transaction can be found on Grenville's profile on SEDAR at www.sedar.com.

DIVIDEND STRATEGY

The Company decided to suspend the monthly dividend starting in October 2016. The Company's strategy is to maximize shareholder value by reinvesting Free Cash Flows (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) to continue generating strong returns. The Company may review a return to a dividend model as cash flow permits.

RESULTS OF OPERATIONS

	Three months ended March 31, 2018	**Three months ended March 31, 2017**
Revenues	$ 1,844,420	$ (3,442,258)
(Loss)/Profit for the period	195,934	(3,792,281)
EBITDA/EBITDA (Loss)(1)	664,615	(4,683,865)
Adjusted EBITDA(1)	115,796	157,101
Free Cash Flow(1)	(132,874)	52,232
Basic Earnings/(Loss) per share	0.0012	(0.0357)
Diluted Earnings/(Loss) per share	0.0012	(0.0357)
Weighted basic average number of shares outstanding	106,317,656	106,297,830
Weighted diluted average number of shares outstanding	132,835,281	134,897,442

(1) EBITDA, Adjusted EBITDA and Free Cash Flow are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

Revenue analysis

Three months ended March 31, 2018

	Three months ended March 31, 2018	**Three months ended March 31, 2017**	**Growth %**
Royalty payment income	$ 999,520	$ 1,333,228	(25.0)
Realized/unrealized foreign exchange gain (loss)	411,804	(684,533)	160.2
Unrealized gain (loss) from changes in fair value – royalty investments	409,940	1,036,298	(60.4)
Unrealized loss from changes in fair value – equity investments	(182,466)	-	N/A
Realized loss from investments written off	-	(5,144,600)	N/A
Realized gain from Contract Buyouts	125,000	-	N/A
Interest income on promissory notes	38,986	413	9,339.7
Fee income	9,328	813	1,047.4
Other income (including other interest income)	32,308	16,123	100.4
Total revenue	**1,844,420**	**(3,442,258)**	153.6

Revenues were $1,844,420 for the three-month period ended March 31, 2018 compared to $(3,442,258) for the three-month period ended March 31, 2017. Royalty payment income for the three-month period ended March 31, 2018 was $999,520 representing a 25% decrease from the three-month period ended March 31, 2017. The decrease was due to royalty payment income of $268,969 recognized on the Aquam investment during the three-month period ended March 31, 2017 that was bought-out in April 2017. Revenues for the three-month period ended March 31, 2018 were positively impacted by net non-cash items of $639,278 compared to a negative impact of $4,792,835 for the three-month period ended March 31, 2017. This non-cash amount of $639,278 was made up of $409,940 of an unrealized gain in writing-up the fair value of royalty agreements acquired and promissory notes receivable, $411,804 of an unrealized foreign exchange gain offset by $182,466 for the unrealized loss in the change in the fair value of the shares held in Lattice Biologics Ltd. Revenues for the three-month period ended March 31, 2017 were negatively impacted by net non-cash items of $4,792,835 and relates to $1,036,298 for an unrealized gain from the change in fair value of royalty agreements acquired and promissory notes receivable which is offset by a realized loss of $5,144,600 from investments written-off and unrealized foreign exchange loss of $684,532.

For the three-month period ended March 31, 2018, the $32,308 other income was made up of interest earned of $22,147 and $10,161 for the share of the joint venture profit. The interest earned of $22,147 for the three-month period ended March 31, 2018 was on short-term investments of available cash. For the three-month period ended March 31, 2017, other income of $16,123 was made up of interest earned of $15,651 from short-term investments of available cash and $472 for the share of the joint venture profit.

Operating expense analysis

Total operating expenses were $1,204,617 for the three-month period ended March 31, 2018 compared to $1,251,373 for the three-month period ended March 31, 2017. Operating expenses for the three-month period ended March 31, 2018 were $46,756 lower than the three-month period ended March 31, 2017 due to (i) approximately $72,500 of lower salaries due to two fewer employees, (ii) a harmonized sales tax (“HST”) expense of $400,000 recognized during the three-month period ended March 31, 2017 for overclaimed HST input tax credits, (iii) approximately $18,500 lower rent as a result of moving offices, (iv) $17,000 in lower staff training costs offset by a $312,500 restructuring cost for the termination of the employment agreement for a managing director of the Company and $136,500 of professional fees incurred for the Transaction to acquire LOGiQ.

Salaries, benefits, and other staffing costs were $343,621 for the three-month period ended March 31, 2018, compared to $358,171 for the three-month period ended March 31, 2017. Salaries, benefits, and other staffing costs were lower by approximately $72,500 due to two fewer employees but this was offset by a recruitment expense of $60,101.

The $312,500 restructuring cost for the three-month period ended March 31, 2018, relates to the termination of the employment agreement for a managing director of the Company.

Management and facility fees were $22,117 for the three-month period ended March 31, 2018 compared to $40,545 for the three-month period ended March 31, 2017. This expense relates to the Company’s offices in Toronto and the lower expense was due to the cost saving in moving to a new office in October 2017. Share-based compensation was $63,336 for the three-month period ended March 31, 2018 compared to $87,737 for the three-month period ended March 31, 2017. The lower share-based compensation expense of $24,401 for the three-month period ended March 31, 2018 compared to the three-month period ended March 31, 2017 was due to 2,492,667 options expired and forfeited during 2017.

Professional fees were $362,559 for the three-month period ended March 31, 2018 compared to $680,754 for the three-month period ended March 31, 2017, a decrease of $318,195. Included in the $680,754 was the HST expense of $400,000 for overclaimed HST input tax credits referred to previously and the decrease was offset by $136,500 of professional fees incurred for the Transaction to acquire LOGiQ during the three-month period ended March 31, 2018.

Office and general administrative expenses were $100,484 for the three-month period ended March 31, 2018 compared to $84,166 for the three-month period ended March 31, 2017 with the higher cost for the three-month period ended March 31, 2018 because of an increase in the depreciation cost of $15,048 due to the amortization of the cost incurred in fitting-out the new office of the Company.

Free cash flow

Free Cash Flow[(1)] was $(132,874) for the three-month period ended March 31, 2018 compared to $52,232 for the three-month period ended March 31, 2017. Free Cash Flow[(1)] for the three-month period ended March 31, 2018 was lower due to $103,000 year-end related audit and professional fees paid and the expenses paid for professional fees relating to the Transaction to acquire LOGiQ.

Analysis for further items included in the Results of Operations

Financing expenses relating to the convertible debentures issued in July 2014 were $443,869 for the three-month period ended March 31, 2018 compared to $433,347 for the three-month period ended March 31, 2017. There was no significant variance in the amounts recognized as the convertible debenture principal has not changed since July 2014.

EBITDA was $664,615 for the three-month period ended March 31, 2018 compared to an EBITDA (Loss)(1) of $(4,683,865) for the three-month period ended March 31, 2017. The increase of $5,348,480 in EBITDA(1) for the three-month period ended March 31, 2018 compared to the three-month period ended March 31, 2017 was due to a combination of non-cash items the most significant was the $5,144,600 relating to realized loss from investments written off during the three-month period ended March 31, 2017. Adjusted EBITDA(1) was $115,796 for the three-month period ended March 31, 2018 compared to $157,101 for the three-month period ended March 31, 2017. There were several variances when comparing both periods and these variances were not individually significant and some of the variances offset each other.

Income taxes were $66,712 for the three-month period ended March 31, 2018 compared to $(1,334,697) for the three-month period ended March 31, 2017 respectively. The effective tax rate for all periods was 26.50% and a full deferred tax recognition was made for all taxable, deductible temporary differences and losses carried forward.

Profit after taxes was $195,934 for the three-month period ended March 31, 2018 compared to a loss after taxes of $(3,792,281) for the three-month period ended March 31, 2017. The profit after taxes for the three-month period ended March 31, 2018 was higher by $3,988,215 because of a $4,153,557 variance between both periods relating to non-cash items (unrealized foreign exchange gains and losses, unrealized gains and losses from the changes in the fair value of royalty and equity investments and realized loss from investments written-off).

(1) EBITDA, Adjusted EBITDA and Free Cash Flow are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

PORTFOLIO UPDATE

Portfolio Performance Overview

	Three months ended March 31, 2018	Three months ended March 31, 2017
Number of company investments	41	33
Number of company investments in period	1	5
Number of contract buyouts since inception	7	5
Total capital deployed by the Company during the period	950,000	98,130
Total portfolio under management(2)	72,309,202	65,023,070
Total capital deployed by the Company since inception	70,050,050	64,149,882
Cash returned from royalty payments and Contract Buyouts(1) since inception	45,195,270	34,845,034
Cash returned from royalty payments and Contract Buyouts(1) during the period	1,283,918	1,346,105
Cash returned as % of capital deployed	64%	54%
Weighted average royalty rate(1)	3.55%	3.89%

(1) Weighted average royalty rate and Cash returned from royalty payments and Contract Buyouts are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

(2) Includes both the capital deployed by the Company and the amounts invested by the joint venture partners when participating in an investment.

For the three-month period ended March 31, 2018, the Company deployed capital of $950,000 made up of one new company investment. After March 31, 2018, the Company deployed $1,924,113 in two new company investments bringing the total capital deployed since January 1, 2018 to $2,874,113. Darwin, our joint venture partner, for the same period deployed $485,588 in the three investments made. The pipeline for new company investments continues to be strong with 225 investment prospects reviewed by the Company during the three-month period ended March 31, 2018. Since inception the Company has brought a greater level of automation to deal flow and the database developed allows the Company access to tens of thousands of potential prospects.

During the three-month period ended March 31, 2018 and during April 2018, the Company has invested in equity securities as follows:

- On January 22, 2018, the Company announced it had reached an agreement with Inner Spirit Holding Ltd., to convert the Company's $1 million royalty agreement in Watch It! Consolidated Ltd. to 10 million shares in Inner Spirit at a price of 10 cents per share;
- As part of the investment in Dionymed Holdings Inc. on April 4, 2018, the Company received 80,000 warrants with an exercise price of $1.50 with an exercise period of up to 5 years; and
- On April 22, 2018 Grenville announced that the Company has been granted the right, in connection with consulting services provided by Grenville to Boardwalktech but subject to the completion of a reverse takeover by Boardwalktech, to earn up to 399,424 common share purchase warrants of Boardwalktech at an exercise price of US$1.67 per share.

Management believes that by blending royalties and equity, returns can be optimized for our shareholders. The Company will continue this strategy in select cases where management believe that holding equity can significantly outperform the risk/returns from the royalty.

On February 28, 2018, the $125,000 Fixt investment was bought-out for $250,000. Grenville's total return over the ten months since the investment was made in April 2017, was $276,563 representing a 2.21x cash on cash return. Excluding royalty payments, the Company has received $19,112,045 from Contract Buyouts to date and remains the most competitive low-cost form of capital for growth. The Company expects that Contract Buyouts will continue to crystalize in the future.

For the three-months period ended March 31, 2018, the cash returned from royalty payments and Contract Buyouts(1) was $1,283,918 compared to $1,346,105 for the three-month period ended March 31, 2017. Since inception, the cash returned from royalty payments and Contract Buyouts(1) was 64% of the total capital deployed. Of the 28 outstanding investments at March 31, 2018, there were five investments (excluding Contract Buyouts) where the cash return was greater than 65% of the capital deployed in the investment indicating that it is not just Contract Buyouts in the portfolio that are generating significant cash on cash returns.

During the three-month period ended March 31, 2018, there was a gain of $227,474 recognized for changes in fair value. Of the unrealized gain of $227,474, $409,940 related to royalty agreement investments while there was a loss of $(182,466) related to the shares held in Lattice Biologics. Of the $409,940 gain, $499,099 arose following the conversion of the $1 million WatchIT! royalty investment into 10 million shares in Inner Spirit at a price of 10 cents. The remaining $(89,159) was an unrealized loss and was in respect of small amounts totaling ($155,570) written-down for three investments that were written-down in previous reporting periods offset by write-ups in two investments $66,411 that were written-up in previous reporting periods.

Portfolio Activity

The following was the activity with respect to the portfolio since January 1, 2018:

Solar Brokers Canada Corp. and Green Lion Eco Group Corp. ("Solar Brokers"); is based in Toronto and is one of Canada's largest solar sales organizations. Solar Brokers has brokered the sale of over 30 megawatts of solar to homeowners in Ontario since 2012, selling through online and premium retail channel partners. On January 2, 2018, the Company invested $950,000 and Darwin invested $125,000. The funds will be used for growth capital. In February 2018, Grenville arranged a further $375,000 investment into Solar Brokers from an independent third-party investor.

WatchIt! Inc. ("WatchIt"); On January 22, 2018, the Company converted its $1 million royalty agreement in Watch It! Consolidated Ltd. ("Watch It!") to 10 million shares in Inner Spirit at a price of 10 cents per share. With the conversion, the Company held 14,455,000 shares or approximately 13 percent of the total issued and outstanding common shares of Inner Spirit. On April 12, 2018, Inner Spirit filed a preliminary prospectus for an initial public offering. The offering was for one share and one-half of one common share purchase warrant at an unit price of 15 cents. Inner Spirit has applied to list its common shares on the Canadian Securities Exchange, with listing subject to Inner Spirit fulfilling the CSE listing requirements. The holding in Inner Spirit provides Grenville an investment in Inner Spirit's recreational cannabis business and its retail growth strategy and an opportunity to monetize the investment if Inner Spirit becomes a public listed company.

Fixt Wireless Inc. ("Fixt"): On February 28, 2018, Fixt bought-out its entire royalty investment of $250,000 for $500,000. Grenville's participation in the investment was $125,000 and Grenville realized a gain of $125,000.

Dionymed Holdings Inc. ("DionyMed"); DionyMed is an Ontario based holding company and is the parent of Herban Industries Inc. and Herban Industries CA LLC. Herban Industries is the operating business based in California and is the owner of a Manufacturing and Distribution of cannabis license in California. On April 4, 2018, an investment of $1,000,000 was made into Dionymed of which the Company invested $800,000 and Darwin invested $200,000. The funds will be used for growth capital.

Boardwalktech, Inc. ("Boardwalktech"); On April 18, 2018, the completion of Boardwalktech subscription receipt financing of approximately $10 million and its proposed reverse takeover transaction (the "Boardwalktech RTO") with Wood Composite Technologies Inc. was announced. On April 22, 2018 Grenville announced that the Company has been granted the right, in connection with consulting services provided by Grenville to Boardwalktech but subject to the completion of the Boardwalktech RTO, to earn up to 399,424 common share purchase warrants of Boardwalktech at an exercise price of US$1.67 per share. If granted, these warrants would automatically convert into common share purchase warrants of the resulting issuer upon completion of the Boardwalktech RTO. If the Boardwalktech RTO is not completed, no warrants will be issued to Grenville.

Stability Healthcare Inc. ("Stability"); based in Los Angeles, Stability is a travel-based nurse staffing business. On April 24, 2018, the Company invested US$875,000 and Darwin invested US$125,000 in Stability. The funds will be used for growth capital.

Contract Buyouts

Since the first Contract Buyout in July 22, 2015, the Company has closed seven Contract Buyouts. For the completed Contract Buyouts, the table below discloses: (a) the date of the Contract Buyout; (b) the aggregate investment; (c) the gross amount and the net amount received; (d) the realized gain on the Contract Buyout; (e) the cumulative cash generated including the royalty payments by the investment over the life of the investment; and (g) cash on cash return as of the date hereof as follows:

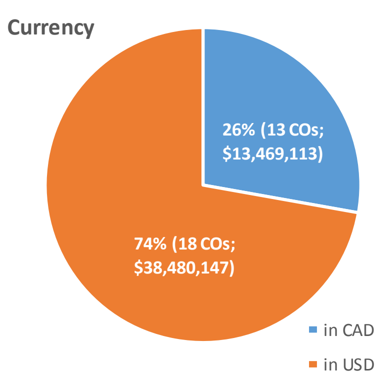
Investee Company	Date of Contract Buyout	Aggregate Investment Amount	Gross Amount Received	Net Amount Received	Gains realized on Contract Buyout	Cumulative cash generated over the life of the investment	Cum. Cash / investment amount
Wmode	July 23, 2015	$1,000,000	$2,783,010	$2,783,010	$1,783,010	$3,147,358	3.15
DS Handling	September 25, 2015	$1,000,000	$1,387,500	$1,387,500	$387,500	$1,650,268	1.65
INOVx	October 6, 2015	US$2,000,000 ($2,137,000)	$2,247,158	$2,247,158	$(11,089) (1)	$2,722,238	1.27
Above Security	October 20, 2015	$3,000,000	$6,000,000	$5,700,000	$2,700,000	$6,453,861	2.15
4Tell	November 17, 2015	US$1,000,000 ($1,090,215)	$1,444,377	$1,444,377	$377,862(1)	$1,855,519	1.70
Aquam Corporation	April 18, 2017	$2,000,000	$5,000,000	$5,000,000	$3,000,000	$7,527,821	3.76
Fixt	February 28, 2018	$125,000	$250,000	$250,000	$125,000	$276,563	2.21
Total		**$10,352,215**	**$19,112,045**	**$18,812,045**	**$8,362,283**	**$23,633,628**	**2.28**

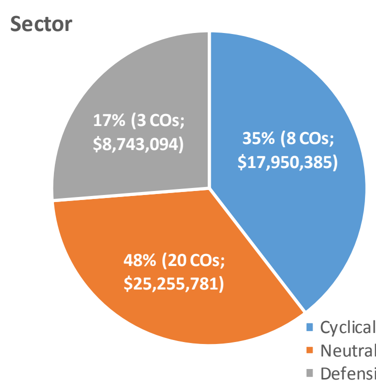
(1) These amounts include foreign exchange gains of $422,898 and $264,285 respectively realized when the royalty agreement was bought out.

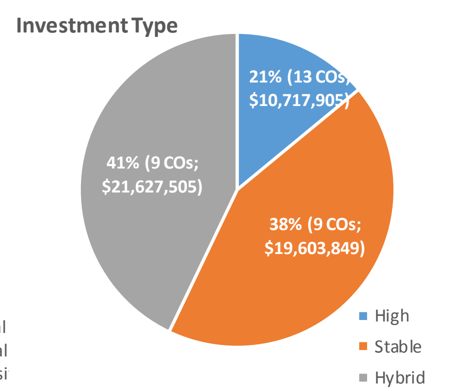
In addition, the Pliteq investment was fully repaid on August 31, 2016. The investment generated cash of $500,000 since the start of the investment, two times the original investment amount. At the start of the investment the anticipated term was 48 months but as the investment was fully repaid within 36 months, a $98,679 gain was realized.

Diversification Analysis

As of May 3, 2018, there are 31 investments (net of 4 write-offs, 7 Contract Buyouts and 1 fully redeemed) and the diversification analysis of the Company's portfolio holdings, by currency, sector and investment type is provided, as follows:







	Cyclical	%	Neutral	%	Defensive	%	Total	%
Number of Investments	8	25.8%	20	64.5%	3	9.7%	31	100.0%
Canadian Investments	$ 8,135,000	45.3%	$ 5,334,113	21.1%	$ -	0.0%	$ 13,469,113	25.9%
US Investments	$ 9,815,385	54.7%	$ 19,921,668	78.9%	$ 8,743,094	100.0%	$ 38,480,147	74.1%
Sector Total	**$ 17,950,385**		**$ 25,255,781**		**$ 8,743,094**		**$ 51,949,260**	
Sector %	35%		49%		17%			

Excluded from the investment information above is 4 investments written-off, 7 investments that have been bought-out and 1 (Pliteq) fully redeemed.

The Company has developed an investment framework focused on building a balanced, diversified portfolio in the small-to-medium sized, public, and private, North American operating company marketplace. We measure and manage diversification based on currency, industrial sector, and growth profile. With 31 investments (net of 4 write-offs, 7 Contract Buyouts and 1 fully redeemed) as of May 3, 2018 management believes the current level of diversification is consistent with our internal business plan. As part of the diversification strategy, the Company entered two separate joint ventures in October 2016. The first was with Foregrowth Holdco Inc., a wholly-owned subsidiary of Gravitas Ilium Corporation, under a new company called Foregrowth and the second was with Darwin. The co-investments will be incremental to the Company's investments, thereby providing additional scale to the Company's business model and enabling the Company to participate in a greater number of larger-sized investments. During 2016, Grenville materially refocused investment criteria to favor companies with higher growth, measurable recurring or predictable revenue and the capability to raise capital from other investors. This refocus somewhat correlates with more technology-driven businesses, although opportunities for high returns occur in the wide range of industries covered by the Company's diversification strategy.

Past due

As of March 31, 2018, 19 of the 28 outstanding investments are paying a full or partial royalty compared to 22 of the 29 outstanding investments as of December 31, 2017. The 28 outstanding investments exclude the Fixt investment that was a Contract Buyout during the three-month period ended March 31, 2018 and the WatchIT! investment that was converted into common shares of Inner Spirit in January 2018. Of the 19 investments, 3 (December 31, 2017: 3) investments are making a partial payment each month.

The following table shows the actual outstanding royalty payment past due at the end of each period:

	March 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	March 31, 2017
Past due					
- 30 days or less	$ 4,000	$ -	$ 14,690	$ 19,792	$ 89,473
- 31 to 60 days	4,000	-	-	-	113,597
- 61 to 90 days	-	-	-	-	56,029
- Over 91 days	-	-	26,832	83,702	379,266
Total	**$ 8,000**	**$ -**	**$ 41,522**	**$ 103,494**	**$ 638,365**

In relation to the table:

- During the three-month period ended June 30, 2017, $468,085 of the balance of $638,365 for March 31, 2017, was received as part of the Contract Buyout of the Aquam investment. Grenville had agreed to defer the payment of royalty payments as part of supporting Aquam in closing a financing which resulted in the Contract Buyout;
- During 2017, the Company agreed with one investee company to defer US$15,000 of the monthly royalty payment starting from March 2017. At the end of March 2018, the amount deferred was US$180,000 and the royalty deferred is not considered as past due though the amount deferred is still due from the investee. The purpose of deferring the royalty payment is to support the investee company in providing cash flow to grow the business and in attracting further financing;
- During the three-month period ended March 31, 2018, the Company agreed to reduce the monthly royalty on two investments which at the time were not past due. Any royalty payment deferred was not reflected as a past due amount; and
- As of March 31, 2018, there were $1,060,282 of outstanding royalty payments where no fair value amount was recognized compared to $1,096,761 as at December 31, 2017. The reduction during the three-month period ended March 31, 2018 was due to $44,300 received in January 2018. As the fair value recognized was zero, none of the amounts were considered past due and included in the table above.

OUTLOOK

As of May 3, 2018, the Company has invested just under $72 million of capital in 43 portfolio companies across 93 investments, earned Adjusted EBITDA(1) of $20.3 million since inception in July 2013 and has generated Free Cash Flow(1) of $12.3 million since July 2014. The Company reviewed 225 investment prospects during the three-month period ended March 31, 2018. The Company also expanded the portfolio into new industries in 2017 and Grenville made investments in companies involved in the recreational cannabis and blockchain sectors. In select cases, management believes blending royalties with an equity kicker may lead to better returns for the Company and ultimately our shareholders. The Company is building a balanced and diversified portfolio based on a pricing level of 25% with Contract Buyout potential, with the purpose of generating sustainable Free Cash Flow(1). The Company plans to make investments in certain industries where there is a higher likelihood of Contract Buyouts. Offsetting the Contract Buyouts, the Company has experienced losses and underperforming investments. Management anticipates that as the portfolio is made up of investments in SMEs that losses will be experienced in the future like any SME portfolio and realized gains from Contract Buyouts will offset these anticipated losses. The Company plans to mitigate investment losses and underperforming investments by designing a diversified portfolio predominately consisting of companies with higher growth, measurable recurring revenue, and the capability to raise matching capital from other investors for growth and potential Contract Buyouts. The core of the portfolio has reached a scale at which it is generating positive Free Cash Flow(1) and Adjusted EBITDA(1).

Grenville's royalty agreements with its portfolio companies generated Adjusted EBITDA(1) to the Company of approximately $0.1 million for the three-month period ended March 31, 2018. As of May 3, 2018, the Company estimates the royalty payment income and interest earned for April 2018 will be $0.37 million and operating expenses excluding an once-off restructuring cost in relation to Steve Parry's move to an advisory role, are estimated to be in the range of $0.2 million to $0.25 million on an monthly basis in Q2 2018. The Company's cash position at May 3, 2018 is approximately $5.1 million.

(1) EBITDA, Adjusted EBITDA, and Free Cash Flow are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected unaudited financial information for each quarter since April 1, 2016.

	Three months ended March 31, 2018	**Three months ended December 31, 2017**	**Three months ended September 30, 2017**	**Three months ended June 30, 2017**	**Three months ended March 31, 2017**	**Three months ended Dec. 31, 2016**	**Three months ended Sept. 30, 2016**	**Three months ended June 30, 2016**
Royalty payment and loan interest income	$ 1,038,506	$ 1,133,229	$ 1,187,141	$ 1,038,897	$ 1,333,640	$ 1,573,171	$ 2,044,058	$ 2,072,520
Realized gains on Contract Buyouts	125,000	-	-	3,000,000	-	-	98,679	-
Non-cash foreign exchange and fair value changes	639,278	(4,024,340)	(2,437,756)	(5,985,378)	(4,792,835)	(7,237,004)*	(3,014,279)	(806,146)
Other income	41,636	20,178	27,994	29,063	16,937	32,112	17,039	24,198
Total revenue	**$ 1,844,420**	**$ (2,870,933)**	**$ (1,222,621)**	**$ (2,067,408)**	**$ (3,442,258)**	**$ (5,631,721)**	**$ (854,503)**	**$ 1,290,572**
Total profit (loss) for the period attributable to shareholders	195,934	(3,339,862)	(1,763,068)	(2,456,208)	(3,792,281)	(5,140,581)	(1,690,843)	(633,250)
Basic earnings / (loss) per share	0.0012	(0.0288)	(0.0166)	(0.0231)	(0.0357)	(0.0484)	(0.0159)	(0.0060)
Diluted earnings /(loss) per share	00012	(0.0288)	(0.0166)	(0.0231)	(0.0357)	(0.0484)	(0.0159)	(0.0060)

*includes a foreign exchange loss of $98,679 that relates to Q3 2016 and therefore is a reconciling item when comparing to the 2016 annual revenues.

The increase in royalty payment income from the three-month period ended September 30, 2014 through to the three-month period ended March 31, 2016 was due to the increasing portfolio balance resulting from $62,974,572 in new royalty agreements acquired. The lower royalty payment income recorded since then was due to ten underperforming investments at December 31, 2017 and the impact of permanently writing off four investments. There were no discontinued operations in any of the financial periods.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2018, the Company's capital resources were $22,350,598, made up as follows:

106,317,656 common shares	$ 50,261,640
Contributed surplus	1,074,296
Equity component of the convertible debentures	558,831
Accumulated Deficit	(29,544,169)

A summary of all the offerings and details of the use of proceeds is in the following table:

Offering	**Closing Date**	**Gross Proceeds**	**Net Proceeds**	**Amount used to acquire royalty agreements as of May 3, 2018**	**Amount yet to be used as of May 3, 2018**
20 million special warrants exercisable into	March 27, 2014	$10,000,000	$9,051,436	$9,051,436	-

common shares @ $0.50 per special warrant					
17,250,000 8% convertible unsecured subordinated debentures	July 10, 2014	$17,250,000	$15,905,455	$15,905,455	-
19,828,300 common shares @ $0.58 per share	February 26, 2015	$11,500,414	$10,517,207	$10,517,207	-
17,250,000 common shares @ $0.80 per share	May 7, 2015	$13,800,000	$12,811,549	$12,811,549	-

The Company's cash position at March 31, 2018 was $6,909,786 of which all was available to fund the business and acquire royalty agreements. All cash was held in short-term, high-quality liquid investments. The Company is satisfied that it has sufficient cash resources to meet all current obligations. The Company's cash position at May 3, 2018 is approximately $5.1 million and for the near future, growth will be financed through Free Cash Flow[(1)] generated from royalty payment income, capital from Contract Buyouts and co-investments with joint venture partners.

(1) Free Cash Flow is a non-IFRS measure. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

WORKING CAPITAL

Grenville's working capital at March 31, 2018 and December 31, 2017 was made up as follows:

	March 31, 2018	December 31, 2017
Cash and cash equivalents	$ 6,909,786	$ 7,534,383
Promissory note receivable – current portion	1,031,520	1,003,600
Royalty agreement acquired – current portion	92,888	95,050
Prepaid expense and other receivable	115,402	137,124
Income tax recoverable	428,188	426,586
Accounts payable and accrued expenses	(1,197,534)	(644,664)
Prepaid royalty payment and interest income	(190,388)	(251,872)
Finance lease liability – current portion	(3,651)	(3,560)
Total	**$ 7,186,211**	**$ 8,296,647**

The Company believes that it can meet all of its obligations as they become due. A summary of the contractual and other obligations as at December 31, 2017 were:

Contractual obligation	Total	Less than 1 year	1-4 years	5 years
Accounts payable and accrued liabilities	$ 1,197,534	$ 1,197,534	$ -	$ -
Convertible debenture	17,250,000	-	17,250,000	-
Finance lease payments	6,644	3,651	2,993	-
Payments under an operating lease	494,887	87,333	349,332	58,222
Total	**$ 18,949,065**	**$ 1,288,518**	**$ 17,602,325**	**$ 58,222**

FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Before January 1, 2015, the Company classified and measured subsequently all financial instruments at amortized cost except for cash and cash equivalents. From January 1, 2015, following the adoption of IFRS 9, the Company classified and measured subsequently all financial assets at fair value through profit and loss and financial liabilities such as accounts payable and the convertible debentures continue to be classified and measured at amortized cost.

As at March 31, 2018, the maximum credit exposure for the royalty agreements acquired and promissory notes receivable was $21,730,815 (December 31, 2017: $21,187,705). The Company has foreign currency exposures to United States dollars. The transaction exposure will be minimized by converting all foreign currency to Canadian dollars immediately. The Company is aware that a translation exposure exists and will continue to monitor the impact on its reported results and take the required hedging action when management considers it necessary. The foreign exchange exposure at March 31, 2018 was 10,189,746 United States dollars.

Since January 1, 2015, the Company classified and measured subsequently all financial assets at fair value through profit and loss. The fair value of the royalty agreements acquired and promissory notes receivable were estimated by the Company by discounting expected future cash flows using a discount rate that includes a weighted average cost of capital using variables from the industry in which each investee company operates and company specific risk factors. Future cash flows are weighted by the Company by using a combination of a probability approach and a terminal value approach, and the fair value for each investment is individually calculated by discounting estimated future cash flows using a discount rate that considers the size of the investee, term, credit risk and changes in market conditions. The impact of the measurement of the royalty agreements acquired that was recognized in the total comprehensive income (loss) for the three-month period ended March 31, 2018 were $125,000 of a realized gain from a Contract Buyout and a gain of $409,940 from changes in fair value. Aggregating these amounts means a gain was recorded in total comprehensive income (loss) for the three-month period ended March 31, 2018 of $534,940.

Since June 2017, the Company holds 18,246,000 common shares in Lattice Biologics Inc. (Lattice"). As the common share of Lattice is listed on the Toronto Stock Venture Exchange and is traded actively, the fair value of the shares held was determined by reference to the closing share price as at March 31, 2018. Based on the closing price at March 31, 2018, there was an unrealized loss of $182,466 recorded in total comprehensive income (loss) for the three-month period ended March 31, 2018 from the change in fair value recorded. On January 22, 2018, the Company converted its $1 million royalty agreement in Watch It! to 10 million shares in Inner Spirit at a price of 10 cents per share. With the conversion, the Company held 14,455,000 shares or approximately 13 percent of the total issued and outstanding common shares of Inner Spirit. Inner Spirit has applied to list its common shares on the Canadian Securities Exchange, with listing subject to Inner Spirit fulfilling the CSE listing requirements. The Company has classified these shares as Level 3 and the value recognized as at March 31, 2018 was equal to the cost. If Inner Spirit's shares are actively traded in the future on a recognized listed exchange, Grenville will classify it's holding as a Level 1 for fair value purposes.

Cash and cash equivalents are classified as subsequently measured at fair value through profit or loss. All cash and cash equivalents were invested in short-term high-quality liquid investments. In the opinion of management these measures ensure that the Company is not exposed to material credit or liquidity risks on these cash and cash equivalent balances. The convertible debentures balances at March 31, 2018 and December 31, 2017 was based on the listed price of the security at that date less a calculated price for the convertible option using a Black-Scholes model.

The Company does not hold any financial derivatives at March 31, 2018 or at any time during the three-month period ended March 31, 2018, either for hedging or speculative purposes.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2018, Grenville had no commitments for material capital expenditures, no contingencies, and no off-balance sheet arrangements.

As at March 31, 2018, the only material contractual obligations were the convertible debentures (see Liquidity and Capital Resources). On July 12, 2017, the Company signed a sublease agreement for new office space situated in Toronto. The Company occupied the space at the end of October 2017. The sublease is for a term of six years and 2 months commencing October 1, 2017 but the sub landlord has the option to terminate the lease as of November 30, 2020. Based on the current rent, the annual commitment under the sublease is $87,333.

TRANSACTIONS BETWEEN RELATED PARTIES

Compensation of key management personnel

	Three months ended March 31, 2018	Three months ended March 31, 2017
Short-term employee benefits	$ 161,669	$ 239,647
Share-based compensation	25,458	67,826
Consultancy fees	69,792	68,635
Total	**$ 256,919**	**$ 376,108**

During the three months ended March 31, 2018, an employee who was included in key management personnel in previous reporting periods ceased to be an employee of the Company. The Company has recognized an expense of $312,500 in respect of the termination of the employment agreement.

On April 23, 2018, the Company announced that Steven Parry resigned as a director of the Company and will assume an advisory role to the Company rather than acting as CEO. In accordance with the terms of Mr. Parry's employment agreement, Mr. Parry is entitled to the sum of $343,750 in connection with the transition to a new role. On the same date, Robb McLarty was promoted to Chief Investment Officer and Acting Chief Executive Officer.

INTERNAL CONTROL OVER FINANCIAL REPORTING

As the Company grows, it will continue to enhance the internal controls over financial reporting.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Management is required to make estimates when preparing the financial statements. Estimates may include the cash flows for royalty agreements acquired throughout the agreement including the probability of each stream of cash flows, estimates used for components of the discount rate which are used for measuring fair values, share-based payments, deferred income tax assets and before January 1, 2015 impairment of financial assets.

The terms of the royalty agreements provide that payments are made by investee companies and the Company had concluded that it is highly probable (which it defines as a probability equal to or exceeding 75%) that it will collect greater than 85% of its initial investment under each royalty agreement on the basis that each royalty agreement contains one or more of the following terms: (i) a right in favour of the investee company to buydown or Contract Buyout part or all of the Company's royalty in exchange for a principal payment that, when combined with royalty payments made to the date of the buydown or Contract Buyout, exceed the value of the Company's initial investment; and (ii) the payment of a minimum monthly royalty payment by the investee company, which provides the Company with certainty of payment over time. The term of the agreement is normally perpetual and the royalty amount received can be dependent on the revenues of the investee. As a result, uncertainties exist as to how long the agreements will exist and the royalty payment income that will be received throughout the agreement. The Company must estimate the expected cash flows based on the Company's experience of such investments, the terms of the agreement and the investee's historical cash flows. Those royalty agreements that contain a provision requiring an investee company to make a minimum monthly royalty payment provide the Company with a strong indication of what expected cash flows under that royalty agreement should be over time. In addition to historical revenues of investee companies, the Company also considers other factors, such as external market factors, future performance, and industry performance, in estimating expected cash flows from an investment.

Effective January 1, 2015, Grenville classifies and measures all royalty agreements acquired and promissory notes receivable at fair value through profit and loss. The Company determines the fair value using discounted cash flow models with fair value estimated by applying a discount rate based on a weighted average cost of capital using variables from the industry in which each investee company operates as well as company specific variables. Future cash flows are weighted by the Company using a combination of a probability approach and a terminal value approach, as applicable, and the fair value for each investment is individually calculated. Some or all the inputs used in the cash flow model may not be observable in the market and are generally derived from published sources that are commonly used by market participants. Because of the significant use of unobservable inputs, a high degree of management judgement and estimation is required. Management judgement is required for the determination of the expected future cash flows arising under the agreement, determination of the probability of the outcomes, adjustments to the discount rate for liquidity risk, model uncertainties and investee-specific risk factors. The extent of the adjustments to the discount rate is based on management's assessment that a third-party market participant would take them into account in pricing the transaction.

Determining the fair value of stock options and warrants requires judgments related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of equity.

RECENT ACCOUNTING DEVELOPMENTS

The Company has adopted IFRS from incorporation as required by the Accounting Standards Board of the Canadian Institute of Chartered Accountants. The Company adopted IFRS 9 *Financial Instruments* effective January 1, 2015 but as permitted by the transitional provisions of IFRS 9, the Company has not restated any of the financial periods prior to January 1, 2015. The IASB has issued a collection of amendments as part of its annual project "Improvements to IFRSs." They are not expected to have a material impact on the presentation of the Company's financial position or results of operations.

In January 2016, the IASB issued IFRS 16 *Leases*, which addresses the accounting, classification and measurement for all types of leases for both lessors and lessees. The application date of the new standard is January 2019 and early adoption is possible. The Company small adopt the new standard for any new leases entered into.

OUTSTANDING SHARES

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, and no other classes of shares. As of May 3, 2018, there were issued and outstanding: (a) 106,317,656 Common Shares; (b) 5,153,840 options under the company's stock option plan to acquire 5,153,840 common shares, at a weighted average exercise price of $0.4480; and (c) convertible debentures at a conversion price of $0.92 (or a conversion rate of 1,086.9565 common shares for each $1,000 principal amount of debentures) which, if converted into common shares at that price, would result in the issuance of 18,750,000 common shares.

RISK FACTORS

An investment in the Company's securities should only be considered by those investors who can afford a total loss of their investment. The risks presented below should not be considered as exhaustive and may not represent all the risks that the Company may face. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the Company's business operations. If any of the risks described below or in the Company's other public filings occur, the Company's business, financial condition, results of operation or prospects could be materially adversely affected and the Company's ability to satisfy its obligations, pay dividends or continue as a going concern could be threatened.

Dependence on the Performance of Investee Companies

The Company will be dependent on the operations, assets and financial health of the SMEs from which royalties are purchased. The ability to meet operating expenses in the long-term will be largely dependent on the royalty payments received from investee companies and realized gains on Contract Buyouts which will be the primary sources of cash flow. Royalty payments from investee companies will generally be based on a percentage of such companies' top line revenues. Accordingly, if the financial performance of an investee company declines, cash payments to the Company will likely decline. The failure of any investee company to fulfill its royalty payment obligations could adversely affect the Company's results of operations, prospects or cash flow and could threaten the Company's business, financial condition, ability to satisfy its obligations, pay dividends, or continue as a going concern. The Company conducts due diligence on each of its investee companies prior to entering into agreements with them and monitors investee company activities by receiving and reviewing regular financial reports. Nonetheless, there is a risk that there may be some liabilities or other matters that are not identified through the due diligence or ongoing monitoring that may have an adverse effect on an investee company's business, and this could have a material adverse impact on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Limited Number of Investee Companies and Concentration Risk

The Company has purchased royalties from a small number of investee companies to date. While the intention is to purchase a significant number of royalties from companies in different industry sectors, it will take time to attain such diversification, if such diversification can be achieved at all. Until diversification is achieved, the Company may have a significant portion of its assets dedicated to a single business sector or industry. In the event that any such business or industry is unsuccessful or experiences a downturn, this could have a material adverse effect on the Company's business, financial condition, and results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Limited Control Over Investee Company Management

Although the royalty purchase agreements do contain approval rights in the Company's favour in respect of certain fundamental transactions involving its investee companies, the Company does not have significant influence or control over any of the investee companies or their operations as the Company does not mandate board representation as a condition to investment. Royalty payments received from the investee companies therefore depend upon a number of factors that may be outside of the Company's control.

Risk of Payment Defaults under Royalty Agreements

While the Company believes that the Company has structured, and will continue to structure, the royalty purchase agreements in such a way as to encourage payment of royalties and discourage default, there is no guarantee that investee companies will not default on their royalty payment obligations as a result of business failure, obligations to shareholders, obligations to lenders or to other investors or stakeholders, or that on the occurrence of a default by an investee company the Company will be able to recover all or any of the investment. Such failure could have a material adverse effect on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations or pay dividends. In addition, because the Company has structured, and generally intends to structure, its investments in investee companies on an unsecured or subordinated security basis, the Company's rights, including payment rights, will be subordinate to the rights of senior lenders of investee companies and other parties holding security interests against investee companies.

Equity Risk

Equity risk is the potential for financial loss on shares held by the Company from declines or volatility in equity market prices. The Company's equity risk relates to the shareholdings held by the Company in Lattice Biologics and Inner Spirit. Accordingly, the Company has further exposure to equity risk as adverse fluctuations in the market value of such assets will result in corresponding adverse impacts on our revenue and profits.

Regulatory Risks Relating to U.S. Cannabis Investment

By virtue of our non-controlling royalty investment in DionyMed, we expect to derive a portion of our revenues from the cannabis industry in certain jurisdictions of the United States where local and state laws permit such activities or provide limited defenses to criminal prosecutions. However, cannabis and cannabis-related practices or activities are illegal under United States federal law. As a result of the conflicting views between state legislatures and the federal government of the United States regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation, regulation and enforcement. As such, there are a number of risks associated with the Company's investment in DionyMed.

Cannabis continues to be a controlled substance under the United States federal Controlled Substances Act

More than half of all U.S states, plus the District of Columbia, Puerto Rico and Guam, have legalized cannabis in some form, including the State of California. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a Schedule 1 controlled substance under the United States *Controlled Substances Act*. As such, cannabis-related practices or activities including, without limitation, the cultivation, manufacture, importation, possession, use or distribution of cannabis, are illegal under United States federal law.

Unless and until the United States Congress amends the United States *Controlled Substances Act* with respect to cannabis or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which would adversely affect our royalty investment in DionyMed. Although Grenville's activities are compliant with applicable U.S. state and local law, strict compliance with state laws with respect to cannabis will neither absolve us of liability under United States federal law, nor will it provide a defense to any federal proceeding which may be brought against us. Any such proceedings brought against us may have a material adverse effect on our business, financial condition, results of operations or prospects and could threaten our ability to satisfy our obligations, raise capital, pay dividends or continue as a going concern.

Because of the conflicting views between state legislatures and the federal government of the United States regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation, regulation and enforcement. Unless and until the United States Congress amends the United States Controlled Substances Act with respect to cannabis or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which could adversely affect our royalty investment in DionyMed.

As a result of the tension between state and federal law, there are a number of risks associated with our investment in DionyMed. Our royalty investment in DionyMed may be illegal under the applicable federal laws of the United States and other applicable law. There can be no assurances the federal government of the United States or other jurisdictions will not seek to enforce the applicable laws against us. The consequences of such enforcement could be materially adverse to our business and could result in the forfeiture or seizure of some or all of our assets.

Violations of any United States federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the United States federal government or private citizens, or criminal charges including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on us, including our reputation and our ability to conduct business and raise capital, the listing of our securities on various stock exchanges (including the TSXV), our financial position, operating results, profitability or liquidity or the market price of our listed securities. In addition, we cannot estimate with any certainty the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial. In the extreme case, such proceedings could ultimately involve the prosecution of some or all of our key executives or the seizure of corporate assets; however, as of the date of this AIF, we believe, and have received legal advice to the effect, that proceedings of this nature are remote.

The Company may be subject to heightened scrutiny by Canadian authorities

For the reasons set forth above, our royalty investment in DionyMed may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. It has been reported by certain publications in Canada that the Canadian Depository for Securities Limited may implement policies that would see its subsidiary, CDS Clearing and Depository Services Inc. ("**CDS**"), refuse to settle trades for cannabis issuers that have investments in the United States. CDS is Canada's central securities depository, clearing and settlement hub settling trades in the Canadian equity, fixed income and money markets. The TMX Group, the owner and operator of CDS, subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, despite media reports to the contrary and that the TMX Group was working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time.

On February 8, 2018, following discussions with the Canadian Securities Administrators ("**CSA**") and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("**MOU**") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSXV. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of our Common Shares to make and settle trades. In particular, our Common Shares would become highly illiquid as, until an alternative was implemented, investors would have no ability to effect a trade of our Common Shares through the facilities of a stock exchange.

In addition, on February 8, 2018 the CSA published a staff notice (Staff Notice 51-352) setting out the CSA's disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. Staff Notice 51-352 confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry.

Notwithstanding the position taken by the CSA in Staff Notice 51-352, the TSXV's position on investments by listed issuers in U.S.-based cannabis assets has remained unchanged. On October 16, 2017, the TSXV issued a bulletin noting that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the TSXV's listing requirements (the "**Requirements**"). These business activities may include (i) direct or indirect ownership of, or investment in, entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S., (ii) commercial interests or arrangements with such entities, (iii) providing services or products specifically targeted to such entities, or (iv) commercial interests or arrangements with entities engaging in providing services or products to U.S. cannabis companies. The TSXV reminded issuers that, among other things, should the TSXV find that a listed issuer is engaging in activities contrary to the Requirements, the TSXV has the discretion to initiate a delisting review. In order to comply with the Requirements, we may be required to reorganize, restructure or divest our investment in DionyMed.

The Company's royalty investment in DionyMed may negatively impact its ability to raise capital

It is possible that our royalty investment in DionyMed, and the heightened scrutiny and potentially materially adverse consequences associated therewith, could negatively impact our ability to raise capital. The Company has historically accessed equity and debt financing from the public and prospectus-exempt (private placement) markets in Canada, and these traditional sources of capital may not be available to us if third-party sources of capital believe that our operations and prospects could be negatively impacted by our royalty investment in DionyMed. In such event, we believe that the extensive relationships held by our directors and executive officers with sources of private capital would allow us to raise equity and/or debt financing privately.

Our royalty investment in DionyMed is subject to applicable anti-money laundering laws and regulations

We are subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the *Currency and Foreign Transactions Reporting Act of 1970* (commonly known as the *Bank Secrecy Act*), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)*, as amended and the rules and regulations thereunder, the *Criminal Code* (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

In February 2014, the Financial Crimes Enforcement Network ("**FCEN**") of the Treasury Department issued a memorandum providing instructions to banks seeking to provide services to cannabis-related businesses (the "**FCEN Memo**"). The FCEN Memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the *United States Controlled Substances Act*. It is unclear at this time whether the current administration will follow the guidelines of the FCEN Memo.

In the event that our royalty investment in DionyMed, or any royalty or buyout payments received in connection therewith, were found to be in violation of money laundering legislation or otherwise, such payments may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize our ability to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while we have no current intention to declare or pay dividends on our Common Shares in the foreseeable future, in the event that a determination was made that our royalty investment in DionyMed (or any future royalty investments in the United States) could reasonably be shown to constitute proceeds of crime, we may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Volatility of Share Price

Securities markets throughout the world are cyclical and, over time, tend to undergo high levels of price and volume volatility. A publicly traded company will not necessarily trade at values determined by reference to the underlying value of its business. The prices at which the Company's listed securities will trade cannot be predicted. The market price of the Company's listed securities could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the results of any public announcements the Company makes, general economic conditions, and other factors. Increased levels of volatility and resulting market turmoil may adversely impact the price of the Company's listed securities. If as the Company expects, the Company is required to access capital markets to carry out its development objectives, the state of domestic and international capital markets and other financial systems could affect the Company's access to, and cost of, capital. Such capital may not be available on terms acceptable to the Company or at all, and this could have a material adverse impact on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Financing Risks

The Company does not have any history of significant earnings and due to the nature of the Company's business, there can be no assurance that the Company will be profitable. While the Company may generate additional working capital through equity or debt offerings or through the receipt of royalty payments from the Company's investee companies, there is no assurance that such funds will be sufficient to facilitate the development of the Company's business as currently planned or, in the case of equity financings, whether such funds will be available on terms acceptable to us or at all.

Outstanding Debt

Certain features of the Company's outstanding debt could adversely affect the Company's ability to raise additional capital, fund operations or pay dividends, could expose the Company to interest rate risks or limit the Company's ability to react to changes in the economy and its industry, or could prevent the Company from meeting certain of its business objectives. In addition, any conversion of interest or principal on the Company's outstanding debt into common shares of the Company will dilute the interests of existing shareholders.

Dilution

The Company anticipates that it will be required to conduct additional equity financings in order to finance additional royalty purchases and develop the Company's business as currently planned. Any further issuance of equity shares pursuant to such equity financings will dilute the interests of existing shareholders, and existing shareholders will have no pre-emptive rights in connection with any such future issuances.

Early Stage of Development

The Company is an early stage company. There will be limited financial, operational and other information available with which to evaluate the Company's prospects. There can be no assurance that the Company's operations will be profitable in the future or will generate sufficient cash flow to satisfy the working capital requirements. In addition, as an early stage company the Company may not yet have all of the skills or personnel necessary to properly analyze and value royalty opportunities.

Ability to Negotiate Additional Royalty Purchases

A key element of the Company's growth strategy involves purchasing additional royalties from new investee companies. The Company's ability to identify investee companies and acquire additional royalties is not guaranteed. Achieving the benefits of future investments will depend in part on successfully identifying and capturing such opportunities in a timely and efficient manner and in structuring such arrangements to ensure a stable and growing stream of revenues.

Ability to Manage Future Growth

The ability to achieve desired growth will depend on the Company's ability to identify, evaluate and successfully negotiate royalty purchases from investee companies. Achieving this objective in a cost-effective manner will be a product of the Company's sourcing capabilities, the management of the investment process, the ability to provide capital on terms that are attractive to potential investee companies and the Company's access to financing on acceptable terms. As the Company grows, the Company will also be required to hire, train, supervise and manage new employees. Failure to effectively manage any future growth or to successfully negotiate suitable royalty purchases could have a material adverse effect on the Company's business, financial condition, and results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Exercise of Buyout Option

Some of the royalty purchase agreements with investee companies contain or will contain buyout options which allow investee companies to repurchase royalties for a set price. While the buyout provision is designed to produce enhanced returns, if the Company has miscalculated the value of a buyout option relative to the ongoing value of a lost royalty stream, the return on an investment may be lower than expected, which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations or pay dividends. In addition, if the lost royalty stream is not replaced with a new royalty stream on a timely basis, there will be a reduction in the Company's revenues in the financial periods following the exercise of the buyout which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations or pay dividends.

Risks Facing Investee Companies

As previously noted, the financial condition and results of operations will be affected by the performance of the SMEs in which the Company invests capital through royalty purchases. Each investee company will also be subject to risks which will affect their financial condition. Given that the Company is not privy to all aspects of the businesses in which we will make future investments, it is impossible to predict exactly what risks investee companies will face. Nonetheless, the Company expects that typical risks which SMEs might face include the following:

- Investee companies may need to raise capital through equity or debt financing. Such equity or debt may impair the ability of the investee companies to finance their future operations and capital needs. Flexibility to respond to changing business and economic conditions and to business opportunities may thereby be limited.
- The success of the Company's investee companies may depend on the management talents and efforts of one or two persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on an investee company.
- Investee companies may require additional working capital to carry out their business activities and to expand their businesses. If such working capital is not available, the financial performance and development of the businesses of the investee companies may be adversely affected.
- Damage to the reputation of the brands of the investee companies could negatively impact consumer opinion of those companies or their related products and services, which could have an adverse effect on their businesses.
- Investee companies may face intense competition, including competition from companies with greater financial and other resources, more extensive development, manufacturing, marketing, and other capabilities. There can be no assurance that the investee companies will be able to successfully compete against their competitors or that such competition will not have a material adverse effect on their businesses.
- Investee companies may experience reduced revenues with the loss of a customer representing a high percentage of their monthly revenues.
- Investee companies may experience reduced revenues due to an inability to meet regulatory requirements or may experience losses of revenues due to unforeseeable changes in regulations imposed by various levels of government.
- Investee companies may rely on government or other subsidy programs for revenue or profit generation. Changes or elimination of such programs may have an adverse effect on the company.
- Investee companies may derive some of their revenues from non-Canadian sources and may experience negative financial results based on foreign exchange losses.

Joint Venture Relationships

The Company will be dependent on the performance of the joint ventures with both FGI and Darwin, which joint ventures are intended to enable the Company to scale its portfolio across a broader number of investment opportunities. The success of the joint ventures will be largely dependent on the Company's ability to successfully manage its joint venture relationships.

Impact of Regulation and Regulatory Changes

The Company and investees are subject to a variety of laws, regulations and guidelines in the jurisdictions in which the Company and investees operate and may become subject to additional laws, regulations and guidelines in the future in such jurisdictions. The financial and managerial resources necessary to ensure such compliance could escalate significantly in the future which could have a material adverse effect on the business, resources, financial condition, results of operations and cash flow of the Company and the investee companies and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern. Such laws and regulations are also subject to change and it is impossible for us to predict the cost or impact of changes to such laws and regulations on its future operations.

Foreign Account Tax Compliance

The *Foreign Account Tax Compliance Act* ("**FATCA**") is U.S. tax legislation that came into effect on July 1, 2014. FATCA generally imposes certain U.S. reporting and information gathering requirements, as well as a 30 percent withholding tax applied to certain payments received by a "foreign financial institution".

Specifically, with respect to a Canadian entity, FATCA (as modified by the intergovernmental agreement between Canada and the United States, the "**IGA**", and the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**")) requires a "reporting Canadian financial institution" to, amongst other things:
(a) report to the Canada Revenue Agency (the "**CRA**") certain information regarding its U.S. holders and certain U.S. persons that indirectly hold interests in such reporting Canadian financial institution (other than equity and debt interests that are regularly traded on an established securities market); and (b) comply with certain reporting, verification, due diligence and other procedures established by the U.S. Internal Revenue Service (the "**IRS**") and/or the CRA.

Further, unless a reporting Canadian financial institution complies with the FATCA reporting requirements (as modified by the IGA), it may be subject to 30 percent tax on certain payments it receives from U.S. withholding agents.

A Canadian entity that is not a financial institution generally will be a non-financial foreign entity ("**NFFE**"). An NFFE does not have registration requirements on the IRS portal, but may face a similar 30 percent FATCA withholding on certain payments unless it provides certain documentation to applicable withholding agents.

Pursuant to the IGA, the Tax Act and published CRA guidance, we may be a reporting Canadian financial institution. We will continuously monitor any future guidance from the IRS and/or the CRA and will comply with any future changes in guidance as they relate to us to ensure that we are fully compliant with any differing or additional requirements that such guidance may dictate.

Tax Matters

The validity and measurement of tax benefits associated with various tax positions taken or expected to be taken in our tax filings are a matter of tax law and are subject to interpretation. Tax laws are complex and their interpretation requires significant judgment. The provision for income taxes reflects management's interpretation of the relevant tax laws and its best estimate of income tax implications of the transactions and events during the period. There can be a risk that tax authorities could differ in their interpretation of the relevant laws and could assert that tax positions taken by the Company give rise to a need for reassessment, including reassessment under specific or general anti-avoidance rules.

The assessment of additional taxes, interest and penalties or damage to the Company's reputation could be materially adverse to our future results of operations or financial position.

Under the liability method of accounting for income taxes, deferred tax assets are recognized for the carry forward of unused tax losses and tax credits, as well as amounts that have already been recorded in the financial statements, but will not result in deductible amounts in determining taxable income until future periods. Deferred tax assets are recognized only to the extent that it is probable that taxable profit will be available against which the future tax deductions and unused tax losses can be utilized.

At the end of each reporting period, we must assess the value of our deferred tax assets. The determination of our deferred tax assets is dependent upon projections of future taxable profits. Our projections require significant judgments and estimates about future events, including global economic conditions and the future profitability of the business. If the profitability of our business is lower than our projections or if our outlook diminishes significantly, we may be required to reduce the value of our deferred tax assets. Any change to our deferred tax assets could have a material adverse impact on our future results of operations or financial position.

From time to time, there are changes to statutory corporate income tax rates. These changes require the Company to review and re-measure our deferred tax assets and liabilities as of the date of substantive enactment. Any future tax rate decreases could result in a reduction in the carrying value of the deferred tax asset and a corresponding income tax expense at the time of substantive enactment of a rate reduction.

PFIC Status for U.S. Investors

Generally, unfavourable rules may apply to U.S. investors who own and dispose of securities of a PFIC for any year during which the U.S. investor holds such securities (regardless of whether the company continues to be a PFIC), including, without limitation, increased tax liabilities under U.S. tax laws and regulations and additional reporting requirements. Specifically, if a non-U.S. entity is classified as a PFIC, any gain on disposition of securities of a PFIC and any "excess distribution" received by a U.S. holder would be: (i) deemed to have been earned rateably over the period such holder owns such securities: (ii) taxed at ordinary income tax rates; and (iii) subject to an interest charge for the deemed deferral in payment of the tax.

A non-U.S. entity will be a PFIC for any taxable year in which either (i) at least 75% of its gross income is passive income, or (ii) at least 50% of the value (determined on the basis of a quarterly average) of its assets is attributable to assets that produce or are held for the production of passive income.

The Company has not made, and does not expect to make, a determination as to whether it is or has ever been a PFIC. Consequently, there can be no assurance that the Company has never been a PFIC or will not become a PFIC for any tax year during which U.S. investors hold securities of the Company.

U.S. investors are urged to consult their own tax advisors regarding the possible application of the PFIC rules and the consequences of holding securities of the Company if the Company is treated as a PFIC for any taxable year in which a U.S. investor holds its securities.

Competition from Other Investment Companies

The Company competes with a number of private equity funds and mezzanine funds, investment banks, equity and non-equity based investment funds and other sources of financing, including the public capital markets. Some of the Company's competitors are substantially larger and have considerably greater financial resources than the Company does. Competitors may have a lower cost of funds and many have access to funding sources and unique structures that are not available to the Company. In addition, some of the competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments than the Company. Pressure from the Company's competitors may have a material adverse effect on the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Impact of Quarterly and Annual Financial Reporting

There can be no assurance that the Company will be profitable on a quarterly or annual basis. The business strategies may not be successful. As a reporting company, the Company will be required to report financial results on an annual and quarterly basis. If the Company's business is not profitable, the market price of the Company's shares may decline.

Payment of Dividends

There is uncertainty with respect to future dividend payments by Grenville and the level thereof. Holders of the Company's common shares do not have a right to dividends on such shares unless declared by the Board of Directors of the Company. The declaration of dividends is at the discretion of the Board of Directors of the Company, even if the Company has sufficient funds, net of its liabilities, to pay such dividends, and the declaration of any dividend will depend on the Company's financial results, cash requirements, future prospects and other factors deemed relevant by the Board of Directors of the Company.

Currency Fluctuations

Certain of the Company's royalties may be paid and received in United States dollars and potentially other foreign currencies. The Canadian dollar relative to the United States dollar or other foreign currencies is subject to fluctuations. Failure to adequately manage foreign exchange risk could therefore adversely affect the Company's business, financial condition, results of operations or prospects and could threaten the Company's ability satisfy its obligations or pay dividends.

Reliance on Key Personnel

The Company's success will depend on the abilities, experience, efforts and industry knowledge of the Company's senior management and other key employees. The long-term loss of the services of any key personnel for any reason could have a material adverse effect on business, financial condition, results of operations or prospects and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern. In addition, the growth plans may require additional employees, increase the demand on management and produce risks in both productivity and retention levels. The Company may not be able to attract and retain additional qualified management and employees as needed in the future. There can be no assurance that the Company will be able to effectively manage growth, and any failure to do so could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Conflicts of Interest

Certain of the Company's directors and officers will also serve as directors and/or officers of other companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in applicable corporate legislation and under other applicable laws and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Effect of General Economic and Political Conditions

The Company's business, and the business of each of its investee companies, is subject to the impact of changes in national or North American economic conditions including, but not limited to, recessionary or inflationary trends, equity market conditions, consumer credit availability, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. These economic conditions may be further affected by political events throughout the world that cause disruptions in the financial markets, either directly or indirectly. Adverse economic and political developments could have a material adverse effect on the business, financial condition, results of operations or prospects of the Company and its investee companies and could threaten the Company's ability to satisfy its obligations, pay dividends or continue as a going concern.

Sale of Common Shares by Existing Shareholders

If the Company's shareholders sell substantial amounts of the Company's shares in the public market, the market price of the Company's shares may decline.

Legal Proceedings

In the normal course of business, the Company may be subject to lawsuits, claims, regulatory proceedings, and litigation for amounts not covered by the Company's liability insurance. Some of these proceedings could result in significant costs, whether or not resolved in the Company's favour.

Analyst Reports

The trading price of the Company's common shares will be influenced by the research and other reports that industry or securities analysts publish about it, its business, its market or its competitors. If any of the analysts who cover the Company changes his or her recommendation regarding the Company's stock adversely, or provides more favourable relative recommendations about the Company's competitors, the Company's stock price would likely decline. If any analyst who covers the Company were to cease such coverage or fail to regularly publish reports on the Company, the Company could lose visibility in the financial markets, which in turn could cause the stock price or trading volume to decline.

Accounting Policies and Methods

The accounting policies and methods the Company utilizes determine how the Company reports its financial condition and results of operations, and they may require management to make estimates or rely on assumptions about matters that are inherently uncertain. Such estimates and assumptions may require revisions, and these changes may materially adversely affect the Company's business, financial condition, and results of operations or prospects. The Company has elected to adopt IFRS 9 as the Company believes that classification and measurement guidelines under IFRS 9 are more aligned with the Company's business model and the cash flow characteristics of the Company's financial assets. The most significant impact of the adoption of IFRS 9 has resulted in royalty agreements, loans receivable, acquired and accrued interest and royalty payments receivables being classified as subsequently measured at fair value through profit or loss rather than amortized cost. This change in classification primarily reflects the characteristics of the cash flows generated by these financial assets which are not solely made up of principal and interest. Changes in the fair value of royalty agreements and promissory notes are recognized in consolidated comprehensive income (loss) reflecting market conditions. As a result of the adoption of IFRS 9, the Company may have to amend the valuation of its investment in an investee company if the value of such investee company declines, which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

APPROVAL

The Board of Directors of the Company approved this MD&A on May 3, 2018.

ADDITIONAL INFORMATION

A copy of this MD&A, as well as additional information concerning the Company, is available on SEDAR at www.sedar.com.

DEFINITION OF NON-IFRS MEASURES

The following key performance indicators are not measurements in accordance with IFRS and should not be considered as an alternative or replacement of net earnings or any other measure of performance under IFRS. These non-IFRS measures do not have any standardized meaning and may not be comparable to similar measures presented by other issuers. These non-IFRS measures will be found throughout this report and the definitions can be found below.

EBITDA refers to earnings determined in accordance with IFRS, before depreciation and amortization, net of gain or loss on disposal of capital assets, interest expense and income tax expense. EBITDA is used by Management and many investors to determine the ability of an issuer to generate cash from operations. Management believes EBITDA is a useful supplemental measure from which to determine the Company's ability to generate cash available for royalty investments, working capital, income taxes and dividends.

Adjusted EBITDA refers to EBITDA excluding items that are non-recurring in nature or will not have a cash impact in the immediate future. "Adjusted EBITDA" is calculated by adding back non-recurring charges and significant long-term unrealized gains or losses to EBITDA. Management deems non-recurring charges to be unusual and/or infrequent charges that the Company incurs outside of its common day-to-day operations. Management considers unrealized gains or losses from changes in fair value, unrealized foreign exchange differences on royalty agreements acquired and share-based payment expense as long term, unrealized, gains and losses and therefore included as an adjustment when determining Adjusted EBITDA. Adding back these adjustments allows management to assess EBITDA from ongoing operations. The following table reconciles EBITDA measures to IFRS measures reported in the consolidated statements of comprehensive income (loss) for the periods ended as indicated:

	Three months ended March 31, 2018	**Three months ended March 31, 2017**
Profit (Loss) before income taxes	**$ 195,934**	**$ (5,126,978)**
Depreciation	24,812	9,766
Financing expense	443,869	433,347
EBITDA (EBITDA Loss)	**664,615**	**(4,683,865)**
Adjustments:		
Unrealized foreign exchange (gain)/loss on carrying amount of Royalty Agreements Acquired	(384,681)	644,927
Unrealized loss/(gain) on change in fair value of Royalty Agreements Acquired and Promissory Notes Receivable	(409,940)	(1,036,298)
Unrealized loss on change in fair value of Equity Securities in Investee Companies	182,466	-
Realized loss from investment write-off	-	5,144,600
Share-based payment expense	63,336	87,737
Adjusted EBITDA	**$ 115,796**	**$ 157,101**

Free Cash Flow refers to the amount of cash generated from operating activities that is available to the Company. "Free Cash Flow" is calculated by deducting from net cash flows generated by or used for operating activities as presented in the consolidated statements of cash flows, the interest amount in financing expense, the movement in income tax payable during the period and adjusting for new investments, redemptions and Contract Buyouts for royalty agreements acquired and promissory notes receivable and new investments in equity securities in investee companies in the period. The following table reconciles the Free Cash Flow measure to IFRS measures reported in the audited consolidated financial statements:

	Three months ended March 31, 2018	**Three months ended March 31, 2017**
Net cash generated by (used in) operating activities	**$ (596,107)**	**$ 408,485**
Royalty agreements acquired – new investments	950,000	98,130
Royalty agreements acquired – Contract Buyouts	(125,000)	-
Royalty agreements acquired – redemptions	(18,368)	(194,055)
Interest payable – movement in period	(345,000)	(345,000)
Income tax recoverable / payable - movement in period	1,601	84,672
Free Cash Flow	**$ (132,874)**	**$ 52,232**

Weighted average royalty rate represents the applicable royalty rate, stipulated in the royalty agreement, weighted by the investment amount under each agreement over the aggregate investments. Management uses this to assess the portfolio compared to the pre-determined targets. The calculation is carried out on a transaction by transaction basis and weighted by the investment amount over the aggregate investments.

Cash returned from royalty payments and Contract Buyouts represents the actual cash received under all royalty agreements and promissory notes through royalty payment income, interest income on the promissory notes, realized gains on Contract Buyouts, principal payments and redemptions on the promissory notes and capital returned from Contract Buyouts and Contract Buydowns. The following table reconciles the Cash returned from royalty payments and Contract Buyouts as of March 31, 2018 and March 31, 2017 respectively to IFRS measures reported in the financial statements for the periods:

Description	**Total cash returned from royalty payments and Contract Buyouts since inception**	**Three months ended March 31, 2018**	**Year ended December 31, 2017**	**Since inception to the year ended December 31, 2016**
Royalty payment income	24,481,593	999,520	4,522,314	18,959,759
Interest income on promissory notes	711,359	38,986	170,595	501,778
Realized gain on contract buyouts	7,675,099	125,000	3,000,000	4,550,099
Principal payments on promissory notes	324,238	-	-	324,238
Redemptions on promissory notes	1,210,376	-	-	1,210,376
Capital returned from Contract Buyouts	10,884,594	125,000	2,000,000	8,759,594
Capital returned from Contract Buydowns and Recovery	1,599,758	18,368	282,758	1,317,000
Royalty and interest added and recognized in investment balance	(292,838)	-	-	(292,838)
Foreign exchange realized gains on Contract Buyouts	710,139	-	-	710,139
Royalty earned and converted to equity	(205,000)		-	-
Accounts receivable written-off	(959,634)		-	-
Accounts receivable balance	(92,888)		-	-
Prepaid royalty payment and interest income	190,388		-	
Fair value of accounts receivable written down	(1,060,282)		-	-
Total	**45,195,270**			

Description	**Total cash returned from royalty payments and Contract Buyouts since inception**	**Three months period ended March 31, 2017**	**Since inception to the year ended December 31, 2016**
Royalty payment income	20,292,987	1,333,228	18,959,759
Interest income on promissory notes	502,190	412	501,778
Realized gain on contract buyouts	4,550,099	-	4,550,099
Principal payments on promissory notes	315,088	-	324,238
Redemptions on promissory notes	1,210,376	-	1,210,376
Capital returned from Contract Buyouts	8,759,594	-	8,759,594
Capital returned from Contract Buydowns	1,511,055	194,055	1,317,000
Royalty and interest added and recognized in investment balance	(81,179)	-	(292,838)
Foreign exchange realized gains and (losses)	710,139	-	710,139
Accounts receivable balance	(880,165)	(880,165)	-
Fair value of accounts receivable written down	(1,235,185)	(1,235,185)	-
Accounts receivable written-off	(809,965)	(809,965)	-
Total	**34,845,034**	-	

For the analysis of the amounts shown in the above table from inception to the year ended December 31, 2016 and year ended December 31, 2017, please refer to the MD&A for three months and year ended December 31, 2017 dated February 15, 2018.