Grenville Strategic Royalty Corp. (formerly Troon Ventures Ltd.)

MANAGEMENT DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of Grenville Strategic Royalty Corp. (formerly Troon Ventures Ltd.) ("**Grenville**", the "**Company**", "our" or "we") is for the three months ended March 31, 2014. The information in this MD&A is current as of May 16, 2014 and should be read in conjunction with the unaudited condensed consolidated financial statements for the three months ended March 31, 2014, 2013 Annual MD&A and the audited annual financial statements for the Company.

The Company's unaudited condensed consolidated financial statements and the notes thereto have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"), London, and the Interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**") 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 contains 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 includes, but is not limited to, information with respect to: prospective financial performance; expenses and operations; anticipated cash needs and need for additional financing; anticipated funding sources; future growth plans; royalty acquisition targets; 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; and 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 Company's dependence on the operations, assets and financial health of investee companies; 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 volatility of the Company's share price; the relative speculative and illiquid nature of an investment in the Company; the Company's ability to generate sufficient revenues; the need for additional financing; dilution of shareholders' interest through future financings; the Company's lack of operating history; the limited diversification in the Company's existing investments; ability to negotiate additional royalty purchasers from new investee companies; the Company's ability to manage future growth; the Company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters; the Company's ability to pay dividends in the future and the timing and amount of those dividends; reliance on key personnel, particularly our founders; and general economic and political conditions; as well as the risks discussed under the heading "Risk Factors" on pages 14 to 19 of the Annual Information Form of the Company dated April 21, 2014 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 will continue to grow moderately 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 as may be required by 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.

All subsequent written and oral forward-looking information and forward-looking statements attributable to Grenville 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, Normalized EBITDA and weighted average royalty payment per million investment to assist in assessing the Company's financial performance. EBITDA, Normalized EBITDA and weighted average royalty payment per million investment (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 a definition on how they are calculated. These Non-IFRS measures should only be interpreted in conjunction with the most recently audited financial statements of Grenville Corporation for the period ended December 31, 2013, which are available on SEDAR at www.sedar.com.

OVERVIEW

Grenville earns its revenues by providing capital to private and public businesses (individually, an "**Investee**" and collectively the "**Investees**") in exchange for long-term revenue streams. Grenville's revenue typically consists of regular monthly payments that are contractually agreed to between Grenville and each Investee ("**Royalties**"), interest income and other similar types of payments. Specific investee receivables 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 Investee's gross revenue or "top-line" performance measures. Grenville has limited general and administrative expenses with 4 employees and 1 paid consultant. As Grenville started operations on July 29, 2013, there is no information available for the 3 month period ended March 31, 2013.

THE REVERSE TAKE-OVER

On December 17, 2013, the Company entered into a business combination agreement with Grenville Corporation (formerly Grenville Strategic Royalty Corp.), pursuant to which on February 19, 2014 the Company completed a reverse take-over with Grenville Corporation (**the "RTO"**). Under the terms of the RTO:

(a) each pre-RTO shareholder of the Company received 0.69 of a new common share of the Company and 0.34 of a transferable share purchase warrant of the Company for each common share held immediately prior to the completion of the RTO, with each whole warrant being exercisable into one common share at an exercise price of $0.42 per common share for a period of 24 months from the date of issuance;
(b) each pre-RTO shareholder of Grenville Corporation received one common share of the Company for each common share of Grenville Corporation held immediately prior to the completion of the RTO;
(c) all outstanding stock options of the Company were exchanged for new stock options of the Company based on the exchange ratio described above, and each option-holder received additional stock options to purchase common shares exercisable until February 19, 2016 at an exercise price of $0.42 per common share in order to reflect similar terms for optionees as were offered to shareholders of the Company through the warrants;
(d) all outstanding stock options of Grenville Corporation were exchanged for an equal number of stock options of the Company at the same exercise price, being $0.028 per common share, and on the same terms as the original stock options; and
(e) the Company changed its name from Troon Ventures Ltd. to Grenville Strategic Royalty Corp.

In accordance with the guidance under *IFRS 3 Business Combinations,* the substance of the transaction is an RTO of a non-operating entity since the Company's prior activities were limited to the management of cash resources and the maintenance of its listing and accordingly did not constitute a business. As Grenville Corporation has obtained control, in accordance with *IFRS 10 Consolidated Financial Statements*, the Company's unaudited condensed consolidated financial statements are a continuation of Grenville Corporation's financial statements.

The most significant impact on the Company of the RTO was the acquisition of cash and cash equivalents amounting to $6,935,241.

GENERAL DESCRIPTION OF THE BUSINESS

Grenville seeks to purchase non-dilutive, revenue-based royalties in primarily non-resource private and public companies. The Company's royalty investments are structured to align with the interests of founders, management and shareholders of SMEs by protecting the ability of the existing management of investee companies to manage their business. Grenville seeks to provide capital as a catalyst for growth and, where possible, to attract broader funding for each investee company. Grenville believes that they have identified an underserviced segment in North American capital markets that lies between traditional equity and debt financing. For many businesses, a revenue-based royalty instrument has advantages with respect to cost and contractual terms. Traditional royalties have been used extensively in the North American resource industry but have yet to have been applied effectively in a number of other sectors including cleantech, renewables, technology, services, healthcare and general manufacturing. Grenville believes, based on discussions with a large sample of investee companies that have supported our business model, that there is significant demand for non-dilutive royalty financing.

Grenville buys royalty interests in the revenue stream generated by industrial and technology businesses. Grenville believe that it 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 markets. The royalty financing structure offered by Grenville can bridge the financing needs of these companies until traditional debt and equity is available to them on more attractive commercial terms. In some cases, Grenville's royalty may act as a lead order in combination with other forms of financing.

Grenville's royalty financing structure is non-dilutive on an equity basis and better aligned with management in terms of growth, a model that has proven to be very successful in the mining industry. Grenville believes that royalty structures offer a useful alternative or complement to traditional debt and equity financing. Royalties are calculated based on the revenue generated by the investee company, require no traditional security, require no significant financial covenants and do not involve participation in equity ownership. As a result, Grenville believes that royalty financing is better aligned with the vision of investee company management in terms of growth and does not compete equally for return with existing equity investors. A royalty can also be structured to either survive or be liquidated in the event of an acquisition of the investee company, which can be an advantage to founders and existing equity holders.

Grenville seeks to purchase royalties in companies where historical financial and product performance can be used as the primary gauge of risk. Investment due diligence is focused on tangible, measurable results rather than forward looking estimates more common in venture capital investments. Grenville seeks to generate returns by creating royalty rates and structures capable of generating returns similar to venture capital-like investments using a portfolio model which de-risks investment return through diversification. Grenville believes that this can be accomplished by investing a small amount in many companies and diversifying across many industrial sectors and geographies. Grenville uses a formal due diligence process and implements investments using a variety of deal structures designed to optimize tax and accounting for both Grenville and the investee company.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2014

	Three months ended March 31, 2014	Period July 29, 2013 to December 31, 2013
Revenues	$ 147,071	$ 51,952
Loss before income taxes and EBITDA (1)	(3,681,246)	(108,856)
Normalized loss before taxes and EBITDA (1)	(45,049)	(23,844)
Basic and diluted loss per share	(0.1280)	(0.0083)
Normalized basic and diluted loss per share (1)	(0.0016)	(0.0018)
Royalty agreements acquired in period	2,676,000	1,910,000
Weighted average number of shares outstanding	28,750,587	13,052,403

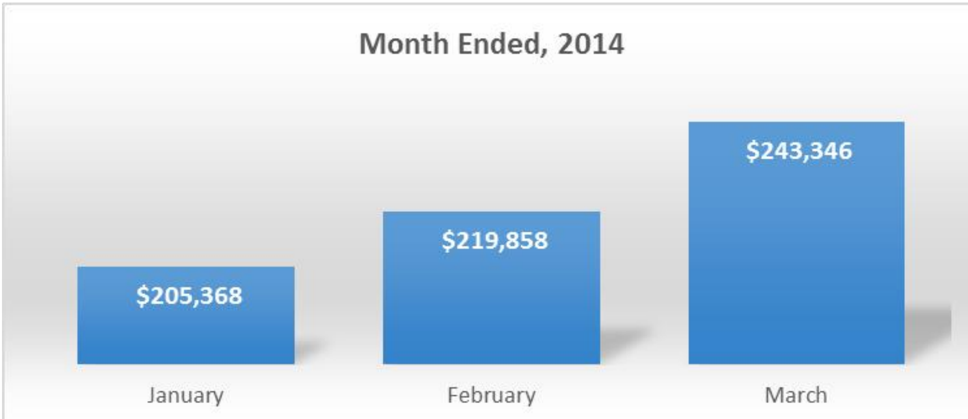
(1) ETIBDA, Normalized loss before income taxes and EBITDA, and Normalized basic and diluted loss per share are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

Revenue analysis for three months ended March 31, 2014

	Three months ended March 31, 2014	% of revenue	Period July 29, 2013 to December 31, 2013	% of revenue	Growth %
Royalty payment income	$ 125,878	85.59	$ 27,301	52.55	361.10
Interest income on loans	12,465	8.48	24,651	47.45	(97.76)
Other income	8,728	5.93	0	0.00	N/A
Total revenue	**$ 147,071**	**100.00**	**$ 51,952**	**100.00**	

Revenues for the three months ended March 31, 2014 amounted to $147,071 compared to $51,952 for the period from July 29 to December 31, 2013. The most significant component is royalty payment income which represents 85.59% of total revenue for the period and represents an increase of 361% for the period ended December 31, 2013. The increase was due to the additional royalty agreements acquired during the quarter. The portfolio contains one loan transaction and the plan going forward is not to pursue any additional loan transactions, where practical. In other income is interest income on short term investments earned on the available cash during the quarter. All of the interest income was generated from the cash and cash equivalents acquired as part of the RTO.

The weighted average royalty payment per million invested (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for each month during the three months ended March 31, 2014 were as follows:



The increase during the period reflected the increase in the revenues of the investees in particular where revenues are seasonal. As the number of transactions in 2013 was very small, the 2013 result does not provide a meaningful comparison.

Total operating expenses recognized in the statement of comprehensive loss for the three months ended March 31, 2014 were $3,828,317. However, included in this amount are non-recurring costs of $3,636,197 related to the RTO transaction expense of $2,651,316, a severance payment of $400,000 and professional fees of $584,881 incurred in connection with the RTO. The RTO transaction expense of $2,651,316 related to the difference between the fair value of the consideration of the RTO and the net identifiable assets, and the corresponding entry was to equity. As a result, this amount is only for accounting purposes and does not impact available cash or the cash flow generated by operating activities.

Salaries, benefits and other staffing costs were $428,268 for the three months ended March 31, 2014 compared to no expense in the period from July 29 to December 31, 2013. The increase was due to a severance payment of $400,000 and the cost of two employees who started in January 2014.

Management and facility fees was $31,287 for the three months ended March 31, 2014 compared to $45,000 for the period from July 29 to December 31, 2013. The expense was paid to Quantum Leap Asset Management, which is a related party, for the provision of general office and administrative services. The expense was lower for the three months ended March 31, 2014 as the expense for the period from July 29 to December 31, 2013 was for five months.

Also included for the three months ended March 31, 2014 in the share-based payment expense of $2,693,933 was $42,617 relating to an expense recognized for non-cash stock based compensation. This expense related to stock options that have vested and the amortization of the fair value of stock options that will vest in the future. The balance of $2,651,316 was in connection with the RTO transaction expense.

Professional fees were $616,012 for the three months ended March 31, 2014 compared to $94,859 for the period from July 29 to December 31, 2013. The increase was due to $584,881 relating to direct costs incurred in connection with the RTO.

Consulting fees related to fees paid to consultants for services to the Company. For the three months ended March 31, 2014 the total of $27,050 included $15,800 for the development of the Company's website.

The Company recorded a loss before income taxes and EBITDA loss (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) of $3,681,246 for the three months ended March 31, 2014 compared to $108,856 for the period from July 29 to December 31, 2013. The increase in the loss can be attributed to the expenses recognized in connection with the RTO transaction. The normalized loss before income taxes and EBITDA loss (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for the three months ended March 31, 2014 is a loss of $45,049 compared to a loss of $23,844 for the period from July 29 to December 31, 2013.

Portfolio Update

The following royalty financings have been completed by the Company as at March 31, 2014 for total invested capital of approximately $4,581,215: 1) a loan note investment into Pliteq Inc. (“Pliteq”); 2) a streaming and royalty investment into Clear Blue Technologies Inc. (“Clear Blue Technologies”); 3) a royalty investment into Wmode Inc. (“Wmode”); 4) a royalty investment into 4tell Solutions Canada Inc. (“4tell Solutions”); 5) a royalty investment into Bluedrop Performance Learning Inc. (“Bluedrop”); and 6) a royalty investment into Pro Fit Optix Holding Company,LLC, doing business as PFO Global Group (“PFO Global Group”). All royalty investments generate royalties in the range of 1-4% of revenues. An update on each of the investees is as follows:

Pliteq: Pliteq is a privately-held company headquartered in Toronto, Ontario. Pliteq is an engineering company specializing in providing structural, vibration, and sound control solutions using recycled materials. Pliteq is able to create their product with up to 94% recycled rubber. Pliteq's products are engineered for superior acoustical performance in reducing the transmission of airborne and impact sound through wall and floor/ceiling assemblies.

Wmode: Wmode is a privately-held company headquartered in Calgary, Alberta with offices in Toronto and San Francisco. Wmode is a leading technology and service company in the rapidly growing connected device, mobile and app marketplace. Wmode historically provided fully managed, hosted app ecosystem services in the mobile market, but extended their business in July 2011 to TV and enterprise with the launch of their AppCarousel Platform. Wmode provides highly-tailored solutions across an expanded connected device network.

Clear Blue Technologies: Clear Blue Technologies is a technology company whose employees have more than 20 years of experience in the engineering and high-technology fields. Clear Blue Technologies' vision is to combine environmentally-friendly energy with innovative hardware in order to deliver reliable, intelligent, and high performance Smart Off-Grid solutions that are easy to install, reduce total cost of ownership and can be monitored and controlled over the internet. Clear Blue Technologies' Horizon controller and Horizon cloud software can be integrated into a wide variety of products or used as the basis for Smart Off-Grid lighting, security and micro-grid installations.

4tell Solutions: 4tell Solutions is a privately-held company headquartered in Toronto, Ontario. 4tell Solutions is a leading provider of platform technology solutions that optimize the financial, energy and environmental performance of the built environment. 4tell Solutions' iPlan (patent pending) technology platform provides proven solutions to a number of market sectors including government, healthcare, education, pharmaceuticals, financial services, real estate, architecture and engineering. iPlan delivers SaaS solutions that enable its clients to capture, consolidate and analyze traditionally disparate data sets across their asset portfolios to create actionable knowledge. This knowledge empowers investors, owners and operators to develop and execute effective capital investment strategies to reduce costs, mitigate risks, generate efficiencies, and realize environmental objectives resulting in improved bottom line results and increased return on investments.

Bluedrop: Bluedrop is an innovator in workplace training for individuals, corporations, military personnel and the public sector. Launched in 2004, with six offices and over 120 employees, Bluedrop is transforming the workplace by designing, developing and delivering practical, actionable and affordable training content that improves individual and overall performance of organizations. Bluedrop is ranked in the Top 50 Defence Companies by Canadian Defence Review (CDR). Bluedrop is also recognized as one of the Top 3 eLearning companies in Canada by Backbone Magazine in their "Best of Everything in Canadian Tech" issue.

PFO Global Group: PFO Global Group is an innovative manufacturer of advanced lens designs, complete eyewear and mobile dispensing equipment. PFO Global Group is in its fifth year of operation and supplies finished eyewear products for U.S. healthcare entitlement programs, the largest being Medicaid. With interactive manufacturing systems that connect the world, complete material fulfillment systems and a proprietary online ordering system, PFO Global Group is focused on meeting today's economic needs with tomorrow's technology. Headquartered in Irving Texas with high capacity manufacturing facilities and R&D centers around the world, PFO Global Group is committed to optical technologies that enhance the quality of life and transform business.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2014 the Company's capital resources were $18,450,935, made up as follows:

39,269,856 common shares	$ 11,837,154
20,000,000 special warrants at a price of $0.50 per warrant all convertible into common shares by no later than 28 July 2014	9,229,750
9,660,538 share warrants at an exercise price of $0.42 with an expiry date of February 19, 2016.	1,044,074
Contributed surplus	130,059
Accumulated Deficit	(3,790,102)

The special warrants were issued on March 27, 2014 for aggregate gross proceeds of $10,000,000. Issuing costs for the special warrants incurred to March 31, 2014 were $770,250. As the net proceeds were only received on March 27, 2014, none of the proceeds were utilized as of March 31, 2014.

The Company has not entered into any form of debt or credit facility agreement. The Company's cash position at March 31, 2014 was $13,754,441 and 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.

WORKING CAPITAL

Grenville's working capital at March 31, 2014 and December 31, 2013 was made up as follows:

	March 31, 2014	December 31, 2013
Cash and cash equivalents	$ 13,754,441	$ 593,417
Accrued interest and royalty payment receivable	97,097	20,606
Loan receivable – current portion	132,907	125,944
Receivable from tax authorities	340,747	166,036
Deposit and Prepaid expense	28,842	506,663
Accounts payable and accrued expenses	(321,495)	(210,715)
Total	**$ 14,032,539**	**$ 1,201,951**

The Company is of the view that the Company is able to meet all obligations as they become due.

A summary of the contractual obligations due as at March 31, 2014 were:

Contractual obligation	**Total**	**Less than 1 year**
Accounts payable and accrued liabilities	$ 321,495	$ 321,495
Management and facility fees payable to Quantum Leap Asset Managements	90,000	90,000
Total	**$ 411,495**	**$ 11,495**

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. Except for cash and cash equivalents all financial instruments are subsequently measured at amortized cost. Of the financial instruments measured at amortized cost only accounts payable and accrued liabilities were not classified as Loans and receivables.

Cash and cash equivalents are classified as held-for-trading and are subsequently measured at fair value. 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 credit or liquidity risk on these cash and cash equivalent balances. The cash and cash equivalents balances at March 31, 2014 were $13,754,441.

For financial assets measured at amortized cost, Grenville will assess at each reporting period whether impairment has occurred. At March 31, 2014 no financial assets were impaired or in default. In monitoring credit risk for the royalty agreements acquired and the loan receivable, the Company considers the payment history, industry, sales volume and aging trends, maturity, and other relevant factors. The Company performs periodic credit evaluations of the financial condition of the investee. At March 31, 2014 the maximum credit exposure for the royalty agreements acquired and the loan receivable is $4,644,399.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, market and liquidity risks.

The Company does not hold any financial derivatives either for hedging or speculative purposes.

As all accounts payable and accrued liabilities are short term, the Company has sufficient cash available to settle all liabilities when due. The Company expects that there is sufficient cash available to meet all working capital requirements for at least the next twelve months.

The fair value of receivables, accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity. The fair value of the loan receivable and royalty agreements acquired are estimated by discounting future cash flows using a discount rate that takes into account the size of the investee, term, credit risk and changes in market conditions. There was no change in fair value that was recognized in the loss for the period.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2014, Grenville had no commitments for material capital expenditures, no contingencies and no off-balance sheet arrangements.

The only material contractual obligation is an agreement with Quantum Leap Asset Management Limited for the provision of general office and administrative services. This is described in more detail under Transactions between Related Parties but the monthly obligation is a maximum of $10,000 a month.

TRANSACTIONS BETWEEN RELATED PARTIES

a) Related Party Transaction

Grenville entered into an independent contractor agreement with Quantum Leap Asset Management Limited ("QLAM"), a company controlled by William Tharp, a director and the Chief Executive Officer of Grenville, dated July 29, 2013 for the provision by QLAM to Grenville of general office and administrative services (the "**QLAM Agreement**"). The QLAM Agreement expires on December 31, 2014 unless either terminated earlier by either party thereto or extended by mutual agreement of such parties.

Under the terms of the QLAM Agreement, Grenville will pay QLAM a maximum of $10,000 per month, plus applicable taxes, primarily for Grenville's proportionate share of the cost of QLAM's office rent and ancillary services, payable in advance on the first day of the month. If Grenville requests the provision of additional services, the parties will negotiate pricing and payment terms for such additional services. For the three month period ended March 31, 2014 Grenville incurred $30,000 in fees under the QLAM Agreement.

b) Compensation of key management personnel

	Three months ended March 31, 2014
Short term employee benefits	$ 7,445
Share-based payments	78,671
Consultancy fees	11,250
Severance payments	400,000
	$ 497,366

The severance payment of $400,000 was paid to the former President and Chief Executive Officer of Troon Ventures Ltd. but who continues to be a director of Grenville. In addition $64,478 of the share-based payment also relates to the former President and Chief Executive Officer of Troon Ventures Ltd.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Grenville is still an early development stage company and as the Company grows, it will continue to establish additional and broader internal controls over financial reporting.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Management is required to make estimates when preparing the financial statements. Estimates may include amounts of liabilities for services provided but not yet invoiced, share-based payments, deferred income tax assets and impairment of financial assets.

The Company capitalizes transaction costs on royalty agreements which are not recoverable from the investee when there is intent by both parties to enter into an agreement. For royalty agreements acquired the Company has established, that based on the terms of the agreements, that the principal at the start of the agreement shall remain unchanged throughout the life of the agreement unless a buyout option is exercised or the balance becomes impaired which means that all of the royalty payment received is recognized as income.

RECENT ACCOUNTING DEVELOPMENTS

The Company has adopted International Financial Reporting Standards ("IFRS") from incorporation as required by the Accounting Standards Board of the Canadian Institute of Chartered Accountants. The Company has adopted IFRS 10, 11, 12 and 13 which were effective on January 1, 2013.

The IASB has and will issue a collection of amendments as part of its annual project "Improvements to IFRSs." They will not have a material impact on the presentation of the Company's financial position or results of operations.

In November 2009, the IASB issued IFRS 9 *Financial Instruments*, which addresses the classification and measurement of financial instruments. Application of IFRS 9 is mandatory though the effective date is not yet established. The Company has carried out an impact analysis and the new standard will mean that the Company's royalty agreements acquired will be subsequently measured at fair value and the changes in fair value will be reflected in the statement of comprehensive income and loss. This change will not impact the cash flows generated by the Company's activities and as a result will not have a material adverse effect on the Company's business, financial condition, results of operations or prospects but could have a material impact in the presentation of the financial statements.

OUTSTANDING SHARES

Grenville is authorized to issue an unlimited number of common shares without nominal or par value, and no other classes of shares. At March 31, 2014 there are issued and outstanding: (a) 39,269,856 Common Shares; (b) Warrants to acquire 9,660,538 common shares at an exercise price of 42 cents; (c) options under the Company's Stock Option Plan to acquire 1,267,289 common shares at a weighted average exercise price of 40.69 cents; and (d) special warrants to acquire, for no additional consideration, 20,000,000 Common Shares.

Subsequent to March 31, 2014 a further 1,645,000 stock options were issued at an exercise price of 50 cents.

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 to be exhaustive and may not represent all of 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.

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, which will be the sole source 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 financial condition and cash flow. The Company conducts due diligence on each of our 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.

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 our investee companies, the Company does not have significant 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 our 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. In addition, because the Company has structured, and generally intends to structure, our investments in investee companies on an unsecured basis, our rights, including payment rights, will be subordinate to the rights of secured lenders of investee companies and other parties holding security interests against investee companies.

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 Grenville make, 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 expect, Grenville is required to access capital markets to carry out it's 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.

Financing Risks

The Company does not have any history of significant earnings and due to the nature of our 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 our investee companies, there is no assurance that such funds will be sufficient to facilitate the development of our 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.

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

Grenville 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 our 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 Grenville may not yet have all of the skills or personnel necessary to properly analyze and value royalty opportunities.

Limited Number of Investee Companies

Grenville has purchased royalties from a small number of investee companies to date. While the intention is to purchase a large 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 such time as diversification is achieved, the Company may have a significant portion of our 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, results of operations or prospects.

Ability to Negotiate Additional Royalty Purchases

A key element of the growth strategy involves purchasing additional royalties from new investee companies. Grenville'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 our access to financing on acceptable terms. As Grenville 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 our business, financial condition, results of operations or prospects.

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. Although Grenville believe that the repurchase prices will adequately compensate us for lost royalty payments, 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 our business, financial condition, results of operations or prospects.

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, we expect 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 our investee companies' ability 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 our 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 our investee companies may be adversely affected.

- Damage to the reputation of our investee companies' brands 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 our 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.

Impact of Regulation and Regulatory Changes

Grenville and our investee companies will be subject to a variety of laws, regulations and guidelines in the jurisdictions in which the Company and it's 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 our and the investee companies' business, resources, financial condition, results of operations and cash flows. 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.

Competition from Other Investment Companies

Grenville 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 Grenville. 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.

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

Grenville has never declared dividends on any of the Company's securities. At present, the Company intends to reinvest all future earnings in order to finance the development and growth of our business. Grenville does not intend to pay dividends on the Company's Common Shares until sufficient cash flow is generated to fund the dividend on a consistent basis.

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 our business, financial condition, results of operations or prospects.

Reliance on Key Personnel

Grenville'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. 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 we 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 Grenville and the Company's 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.

Effect of General Economic and Political Conditions

Grenville's business, and the business of each of our 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 Company's and our investee companies' business, financial condition, results of operations or prospects.

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 Grenville may be subject to lawsuits, claims, regulatory proceedings, and litigation for amounts not covered by our liability insurance. Some of these proceedings could result in significant costs, whether or not resolved in our 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 us, our business, our market or our 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, Grenville'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.

APPROVAL

The Board of Directors of the Company approved this MD&A on May 16, 2014.

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. For current and comparative periods, the Company's EBITDA equates to loss before income taxes. 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.

Normalized EBITDA refers to EBITDA excluding items that are non-recurring in nature. "Normalized EBITDA" is calculated by adding back non-recurring charges 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. For the three months ended March 31, 2014, the

RTO transaction expense, a severance payment and professional expenses directly incurred as part the RTO transaction are considered by management to be non-recurring charges. Adding back these non-recurring charges allows management to assess EBITDA from ongoing operations.

Reconciliation of Loss before income taxes and EBITDA loss to Normalized loss before income taxes and EBITDA	**Three months ended March 31, 2014**	**Period from July 29, 2013 to December 31, 2013**
Loss before income taxes and EBITDA	**$ (3,681,246)**	**$ (108,856)**
Normalizing Adjustments:		
RTO transaction expense	2,651,316	-
Severance payment	400,000	-
Legal and professional expenses directly related to RTO	584,881	-
Legal and professional fees directly related to start-up of business	-	85,012
Normalized loss before income taxes and EBITDA	**(45,049)**	**(23,844)**

Weighted average royalty payment per million investment refers to the royalty payment income earned during the period converted into an annualized amount and by reference to a $1 million investment. This is used by management to monitor the performance of a royalty investment and 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. The calculation takes into account partial periods where investments are made during a month.