BELGRAVIA HARTFORD

2021

Management's Discussion and Analysis

for the year ended December 31, 2021

Form 51-102F1 – For the Year Ended December 31, 2021

Management's Discussion and Analysis

Belgravia Hartford Capital Inc.

Hereinafter called "Belgravia" or the "Company"

(Containing information up to and including April 29, 2022)

Description of Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2021 and December 31, 2020. This MD&A was prepared as at April 29, 2021. This MD&A contains forward-looking information and statements, which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

All financial information is presented in Canadian dollars unless otherwise stated. All references to a year refer to the year-ended on December 31 of that year, and all references to a quarter refer to the quarter ended on December 31st of that year. The Company is a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and the Northwest Territories.

During March 2021, the Company completed a share consolidation on the basis of one (1) post-Consolidation Share for every ten (10) pre-Consolidation Shares (the "Consolidation"). All share and per share amounts have been restated to reflect the consolidation.

Unless otherwise noted, financial results are reported in accordance with International Financial Reporting Standards ("IFRS"). Further details are included in Note 2 of the consolidated financial statements for the year ended December 31, 2021.

Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company's website at www.belgraviahartford.com.

Company Overview

Belgravia Hartford Capital Inc. ("Belgravia" or the "Company") formerly Belgravia Capital International Inc., was incorporated under the Canada Business Corporations Act on November 8, 2002 and has continued into British Columbia from the jurisdiction of Canada on December 20, 2019. Belgravia focused on its three core business divisions: Incubation, Investments, and Royalty & Management Services. All three divisions are high risk and expose the Company's shareholders to significant risk. Belgravia's Incubation division will develop new companies in specific sectors. Belgravia Holdings, the Investments division, provides merchant banking services and invests in a portfolio of private and public companies with a focus on resources, technology, and healthcare. The Royalty and Management Services division has developed a targeted royalty and fee income model and will provide services to support the development of early-stage companies, while taking steps to ensure it receives the water royalties owned by the Company. Belgravia is a corporation governed by the Business Corporation Act (British Columbia). The shares of the Company are listed on the Canadian Securities Exchange ("CSE") under the ticker symbol BLGV. The Company's registered office is located at #3-3185 Via Centrale, Kelowna, BC V1V 2A7.

The Company may obtain financing through access to public and private equity markets, debt and partnerships or joint ventures.

Belgravia owns 100% of Belgravia Hartford Gold Assets Corp. (formerly Intercontinental Potash Corp.) ("ICP"), a Canadian company involved in resource exploration and mine development. On November 30, 2009, the Company completed a reverse-takeover ("RTO") with ICP. Legally, Belgravia is the parent of ICP, but for financial reporting purposes, Belgravia is considered to be a continuation of ICP. Belgravia was consolidated commencing on December 1, 2009.

Forward-Looking Statements

This MD&A includes certain statements that may be deemed "forward-looking statements" as defined under applicable securities law. Other than statements of historical facts, statements in this discussion including, but not limited to, statements that address future research and investment plans and expected or anticipated events or developments are forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, market prices, continued availability of capital and financing, general economic, market or business conditions, statements regarding planned investment activities & related returns, trends in the markets, research and development activities, the potential value of royalties from water and other resources, technological advancement, competition, other statements that are not historical facts, and the risk factors identified herein. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, capital markets, the completion, results and timing of research undertaken by the Company, risks associated with natural resource assets and investments, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, the uncertainty of obtaining additional financing. Other risks that could impact the Company's performance are described within this MD&A. These factors could also impact the Company's performance in the future and cause variances from period to period. Although the Company believes the expectations expressed in any forward-looking statement are based on reasonable assumptions, investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Summary of Quarterly Results

Selected quarterly financial information of the Company for the quarters ended December 31, 2021 is as follows:

Table of Results for the Quarters to December 31, 2021

	31-Dec 2021	30-Sep 2021	30-Jun 2021	31-Mar 2021
Total assets	$ 12,789,753	$ 13,362,976	$ 16,378,136	$ 15,343,579
Property, plant and equipment	$ 4,312	$ 61,211	$ 61,338	$ 57,800
Working capital	$ 12,431,677	$ 12,526,148	$ 15,667,716	$ 14,816,563
Equity	$ 12,510,239	$ 13,056,057	$ 16,053,829	$ 15,218,466
Interest income	$ 16,067	$ 14,625	$ 14,631	$ 78,007
Net loss	$ (300,638)	$ (2,891,556)	$ (845,425)	$ (55,884)
Basic loss per share	$ (0.01)	$ (0.06)	$ (0.02)	$ (0.00)
Fully diluted loss per share	$ (0.01)	$ (0.06)	$ (0.02)	$ (0.00)

Selected quarterly financial information of the Company for the quarters ended December 31, 2020 is as follows:

Table of Results for the Quarters to December 31, 2020

		31-Dec 2020		Sep 30 2020		June 30 2020		Mar 31 2020
Total assets	$	15,533,053	$	16,627,389	$	9,480,890	$	6,193,678
Equipment	$	4,151	$	4,481	$	4,812	$	3,470
Working capital	$	15,339,980	$	16,421,168	$	9,263,463	$	5,892,486
Shareholders' equity	$	15,348,160	$	16,485,358	$	9,350,464	$	5,951,050
Interest income	$	4,178	$	5	$	31	$	1,242
Net income (loss)	$	(2,063,325)	$	7,134,894	$	3,399,414	$	(2,267,821)
Basic income (loss) per share	$	(0.05)	$	0.18	$	0.08	$	(0.06)
Fully diluted income (loss) per share	$	(0.05)	$	0.18	$	0.08	$	(0.06)

Results of Operations for the Quarter ended December 31, 2021

The Company did not generate operating revenue during the quarter ended December 31, 2021 other than management services consulting fees. The Company also earned investment and interest income.

Office and Administration Expenses

Administration and related costs amounted to $87,081 (2020 – $181,368) for the quarter. This included director fees, annual general meeting, insurance, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, utilities and related costs.

Business development and market development spending for the quarter was $136,732 (2020 - $nil). Business developments costs include activities related to exploring new investment strategies.

Consulting fees in the quarter were $131,891 (2020 – $70,872); this was mostly in respect of strategy, management and capital markets consulting.

Depreciation during the quarter amounted to $578 (2020 - $331). This relates to depreciation of computer equipment.

Investor relations cost in the quarter was $64,588 (2020 – $21,307). This amount is for expenses related to offsite events, conferences and roadshows, meetings with shareholders and potential shareholders, and other investor relations activities.

Professional fees of $143,663 (2020 – $47,829) for the quarter were incurred in respect of auditing costs, other accounting costs, and legal costs.

Regulatory fees including transfer agent and filing fees and CSE fees were $5,270 (2020 - $3,477). This is for transfer agent and other stock exchange listing fees and securities filings.

Rent and storage in the quarter were $27,180 (2020 - $16,680). This is for rental offices in Toronto and Kelowna.
It increased due to no more rent discount provided due to COVID-19 in 2021.

Travel, including related costs, for the quarter amounted to $26,442 (2020 – $7,953) and were composed of such costs not specifically related to investor relations and business development.

Wages and benefits for the quarter amounted to $300,824 (2020 – $289,657). This amount included the compensation and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Controller, management and administrative staff. The increase is from bonuses that were made during the quarter.

Management services revenue for the quarter was $10,000 (2020 - $nil).

Interest income for the quarter was $16,067 (2020 - $4,178).

Selected Annual Information

Selected audited financial information of the Company for the years ended December 31, 2018, 2019, 2020 and 2021 is as follows:

	31-Dec 2021	31-Dec 2020	31-Dec 2019	31-Dec 2018
Total assets	$ 12,789,753	$ 15,533,053	$ 8,519,224	$ 8,655,163
Equipment	$ 4,312	$ 4,151	$ 4,333	$ 7,031
Working capital	$ 12,431,677	$ 15,339,980	$ 8,136,958	$ 8,073,081
Equity	$ 12,510,239	$ 15,348,160	$ 8,218,871	$ 8,457,526
Interest income	$ 123,330	$ 5,456	$ 3,228	$ 88,349
Net income (loss)	$ (4,093,503)	$ 6,203,162	$ (238,655)	$ (7,033,652)
Basic income (loss) per share	$ (0.09)	$ 0.15	$ (0.01)	$ (0.17)
Fully diluted income (loss) per share	$ (0.09)	$ 0.15	$ (0.01)	$ (0.17)

Results of Operations for the Year ended December 31, 2021.

The Company did not generate operating revenue during the year ended December 31, 2021, other than management services fees. The Company also earned investment and interest income.

Office and Administration Expenses

Administration and related costs amounted to $461,248 (2020 - $519,018) for the year. This included meeting costs, director fees, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, office security, utilities and related costs.

Business development and market development spending for the year was $302,992 (2020 - $42,078). The is due to more activities related to the search for partners as well as exploring new investment strategies in 2021.

Consulting fees in the year were $492,324 (2020 - $293,356); this was mostly in respect of strategy, management and capital markets consulting. This is for consulting related to capital markets, investing and the new business model.

Depreciation during the year amounted to $1,856 (2020 - $1,223). This relates to depreciation in respect of computer equipment.

Investor relations cost in the year was $240,755 (2020 - $50,211). Investor relations costs include expenses related to offsite events, conferences and roadshows, meetings with shareholders and potential shareholders, and other investor relations activities.

Professional fees of $575,493 (2020 - $185,314) for the year were incurred mostly in respect of auditing costs, other accounting costs, and legal costs.

Regulatory fees including transfer agent and filing fees and CSE listing fees were $246,736 (2020 - $27,268). The is for transfer agent and other stock exchange listing fees and securities filings. This include GST/HST Adjustment made during the year.

Rent and storage in the year were $94,245 (2020 - $89,220). This increase is due to rent in Toronto no longer getting discount rates that was provided in previous year due to Covid-19.

Share-based compensation for the year was $nil (2020 - $926,127) due to no stock options granted in 2021.

Travel, including related costs, for the year amounted to $86,606 (2020 - $50,056) and were composed of such costs not specifically related to investor relations and business development.

Wages and benefits for the year amounted to $3,337,241 (2020 - $1,331,597). This amount included $1,603,800 (2020 - $nil) bonus share compensations issued to key officers in 2021; The remainder relates to salaries, bonuses, training and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Controller, management and administrative staff. Some bonuses were made to officers and staff based on performance in 2021.

Management services revenue for the year was $65,000 (2020 - $143,600). This decrease is due to Covid-19 slowing down most business.

Interest income for the year was $123,330 (2020 - $5,456). This include interest on Bridge Loan issued to Zonetail Inc. and interest on Promissory Notes issued to Nexus Gold Corp.

Investment Portfolio

The Company invests in a diversified portfolio of private and public companies and money market & bond funds with a focus on healthcare/biotech, technology and, on an opportunistic basis, resources with a goal to provide a risk-appropriate return to its shareholders through capital gains in accordance with the Company's investment guidelines.

During the year ended December 31, 2021, the Company recorded an unrealized gain of $1,191,336 (2020 - $ 6,537,925) for equity and an unrealized gain of $307,029 (2020 – $1,828,119) for warrants.

During the year ended December 31, 2021, the Company purchased investments totalling $4,710,693 (2020 – $2,613,435) and sold certain of its investments for proceeds totalling $9,091,513 (2020 - $4,548,424) and recognized a gain of $407,680 (2020 – $1,292,994).

As at December 31, 2021, fair value of the investments was $12,550,737 (2020 - $15,245,376). This includes the value of equity investments of $9,648,136 (2020 - $12,438,150), debt instruments of $276,442 (2020 - $325,000), and value of warrants of $2,626,159 (2020 - $2,482,226). The Company has made diversified investments in the common shares of public and private companies in the areas of technology, blockchain, and mineral resources with a total approximate initial investment of $4 million.

As at April 29, 2022, Belgravia currently holds twelve investments: eleven public and one private company. The value of the investments in private companies might only be realized if those companies are sold or if they go public to create liquidity.

Azincourt Energy Corp. (TSX-V: AAZ):

Belgravia owns 5,555,550 shares of Azincourt Energy Corp. (“Azincourt”) representing approximately 1% of its outstanding shares. Azincourt has uranium exploration projects in the Athabasca Basin, Saskatchewan, Canada, and lithium/uranium projects on the Picotani Plateau, Peru.

Blackrock Silver Corp. (TSX-V:BRC):

Belgravia owns 4,134,000 shares of Blackrock Silver Corp. (“Blackrock”) representing approximately 2% of the outstanding common shares. Blackrock’s main asset is the Silver Cloud and Tonopah West projects in Nevada.

Imperial Mining Group Ltd. (TSX-V: IPG):

Belgravia owns 5,991,000 shares of Imperial Mining Group Ltd. (“Imperial”) representing approximately 4% of its outstanding shares. Imperial holds immediate, high-impact, drill-ready gold, copper-zinc and scandium-niobium-tantalum deposit opportunities in Québec.

Royalty & Management Services Division:

In 2021, $65,000 (2020 - $143,600) has been recognized as management services revenue. These services are in respect to business strategy, capital markets, public disclosure, governance, accounting, finance, and corporate personnel. Belgravia generally offers these advisory services, mentoring, and access to the Belgravia’s network to its investees in order to help these companies succeed and develop, which results in increases to the value of Belgravia’s investment. The Company uses consultants as needed to provide services under these management services agreements.

There is no assurance that the Company will continue to earn management services revenue as each agreement is negotiated on a one-off basis and generally for a period of less than 12 months. These revenues come from high risk companies that may default on payments under the management services agreements.

The Company is entitled to receive USD$12.2 million of anticipated water and mineral royalties from its previously-owned Ochoa project. Belgravia is actively pursuing these royalties through the retention of a legal advisor. No royalties have been received to date and there is no assurance that these royalties will ever be received.

Financings

On March 5, 2021, the Company announced that the Company’s common shares (“Shares”) would be consolidated on the basis of one (1) post-Consolidation Share for every ten (10) pre-Consolidation Shares (the “Consolidation”). No fractional Shares were issued pursuant to the Consolidation. Any fractional Shares equal to or greater than one-half resulting from the Consolidation were rounded up to the next whole number of Shares, and any fractional Shares less than one-half resulting from the Consolidation were rounded down to the nearest whole number. This reduced the number of issued and outstanding common shares of the company from 401,792,516 to 40,179,248 effective March 8, 2021.

On May 4th, 2021, the Company issued 8,910,000 common shares (the “Bonus Shares”) to members of Belgravia Hartford management for past services. The Bonus Shares was issued at a price of $0.18 consistent with IFRS 2 which represent approximately 18.42% of the total issued and outstanding shares after completion of the issue.

On February 23, 2021, the Company initiated its Normal Course Issuer Bid (“NCIB”) to repurchase up to 2,008,963 post-Consolidation shares, representing 5% of the issued and outstanding common shares. Between March 25, 2021, and February 1, 2022, the Company has purchased for cancellation the maximum number of common shares for a total of 2,008,963 common shares at a volume weighted average price of $0.185 per Common Share, resulting in a total investment of $371,168.

On February 3, 2022, the Company renewed its NCIB to acquire up to 2,354,014 of its Common Shares, representing 5% if its issued and outstanding common shares. As of April 29, 2022 , the Company has purchased a total of 2,371,463 common shares for a total of $424,591 at an average price of $0.18/share under the NCIB. The NCIB will terminate on the earlier of February 23, 2023, and the date on which the maximum number of Common Shares that can be acquired pursuant to the NCIB have been purchased. Any common shares purchased pursuant to the NCIB will be cancelled by the Company.

During the year ended December 31, 2021, the Company issued 8,910,000 (2020 – nil) common shares (the "Bonus Shares") to members of Belgravia Hartford management for past services. The Bonus Shares was issued at a price of $0.18 consistent with IFRS 2 which represent approximately 18.42% of the total issued and outstanding shares after completion of the issue.

Liquidity and Capital Resources

At December 31, 2021, the Company's working capital was $12,431,677 (2020 – $15,339,980). Investments in private and junior public companies that are included in working capital may not be liquid in the short term and present greater risk to Belgravia and its shareholders. The sources of cash in the period included cash from the management services consulting fees, proceeds from the sale of investments, and interest earned on cash in the bank accounts.

The consolidated financial statements for the year ended December 31, 2021, have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. This MD&A does not give effect to any adjustment which would be necessary should the Company be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in this MD&A.

Transactions with Related Parties

During the year ended December 31, 2021, the Company entered into the following transactions with related parties:

a) Paid or accrued short-term employee benefits $1,185,000 (2020 - $825,000), of which $668,000 (2020 - $455,000) was for Mehdi Azodi, $285,000 (2020 - $200.000) was for Paul Kania, and $234,000 (2020 - $170,000) was for Deena Siblock.

b) 8,910,000 bonus shares were issued in 2021 (2020 – nil) at value of $0.18 (pursuant to IFRS 2) per shares for a total of $1,603,800 (2020 - $nil) of which $1,112,400 (2020 - $nil) was for Mehdi Azodi, $324,000 (2020 - $nil) was for Paul Kania, and $167,400 (2020 - $nil) was for Deena Siblock.

c) Paid or accrued directors' fees, included in administrative costs, of $305,000 (2020 - $405,000), of which $75,000 (2020 - $100,000) was for Ernest Angelo, $75,000 (2020 - $100,000) was for Knute Lee, $75,000 (2020- $100,000) was for Pierre Pettigrew, and $80,000 (2020 - $105,000) was for John Stubbs.

d) Included in accounts payable as at December 31, 2021 is $9,222 (2020- $85,920) due to key management personnel, which includes officers and directors and corporations controlled by officers and directors.

Key management personnel compensation (including senior officers and directors of the Company):

	Year ended			
	December 31, 2021		December 31, 2020	
Short-term benefits *	$	1,185,000	$	825,000
Directors' fees **		305,000		405,000
Bonus shares		1,603,800		-
Share-based compensation		-		657,213
Total remuneration	$	3,093,800	$	1,887,213

* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.

Financial Instruments

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash and cash equivalents, investments, receivables, accounts payable and accrued liabilities.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy. Investments in public companies, mutual funds, money market funds and fixed income funds are measured at level one while investments in warrants and private companies are measured at level three. The warrant liability and embedded derivative are categorized as level three. The carrying value of receivables, accounts payable and accrued liabilities and employment liability approximate fair value because of the short-term nature of these instruments.

Other

Outstanding Share data as April 29, 2021:

On March 5, 2021 the Company announced that the Company's common shares ("Shares") would be consolidated on the basis of one (1) post-Consolidation Share for every ten (10) pre-Consolidation Shares (the "Consolidation"). No fractional Shares were issued pursuant to the Consolidation. Any fractional Shares equal to or greater than one-half resulting from the Consolidation were rounded up to the next whole number of Shares, and any fractional Shares less than one-half resulting from the Consolidation were rounded down to the nearest whole number. This reduced the number of issued and outstanding common shares of the Company from 401,792,516 to 40,179,248 effective March 8, 2021.

During the year ended December 31, 2021, the Company issued 8,910,000 common shares (the "Bonus Shares") to members of Belgravia Hartford management for past services. The Bonus Shares was issued at a price of $0.18 consistent with IFRS 2 which represent approximately 18.42% of the total issued and outstanding shares after completion of the issue.

On February 23, 2021, the Company initiated its Normal Course Issuer Bid ("NCIB") to repurchase up to 2,008,963 post-Consolidation shares, representing 5% of the issued and outstanding common shares. Between March 25, 2021, and February 1, 2022, the Company has purchased for cancellation the maximum number of common shares for a total of 2,008,963 common shares at a volume weighted average price of $0.185 per Common Share, resulting in a total investment of $371,168.

On February 3, 2022, the Company renewed its NCIB to acquire up to 2,354,014 of its Common Shares, representing 5% if its issued and outstanding common shares. As of April 29, 2022, the Company has purchased a total of 2,371,463 common shares for a total of $424,591 at an average price of $0.18/share under the NCIB. The NCIB will terminate on the earlier of February 23, 2023 and the date on which the maximum number of Common Shares that can be acquired pursuant to the NCIB have been purchased. Any common shares purchased pursuant to the NCIB will be cancelled by the Company.

(a) Authorized and issued share capital at April 29, 2022:

Class	Par Value	Authorized	Issued Number
Common	No Par Value	Unlimited	46,717,785

(b) Summary of Options outstanding as at April 29, 2022:

Number of Options	Exercise Price	Expiry Date
200,000	$0.50	October 1, 2022
500,000	$0.17	February 1, 2024
926,000	$0.50	October 1, 2025
1,626,000		

Accounting Principles

The financial statements have been prepared in accordance with IFRS.

The policies and estimates are considered appropriate under the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process. See also Note 2 in the audited consolidated financial statements for the year ended December 31, 2021 and December 31, 2020 for additional detail on accounting principles.

Foreign currency translation

The consolidated financial statements are presented in Canadian dollars.

Transactions in foreign currencies are translated into the entity's functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the Canadian dollar are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in the statements of loss and comprehensive loss in the year in which they occur.

Risks and Uncertainties

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies, from loans outstanding to employees and consultants, and from management services clients, which the Company believes will be fully collected, however there is a risk of non-payment from the management services clients.

Liquidity risk

As at December 31, 2021, the Company had a cash balance of $184,570 to settle current liabilities of $279,514. The Company also has $12,476,487 in current investments that can be easily liquidated to cash. The Company is not subject to liquidity risk.

Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest some of excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates. Fluctuations in interest rates may impact the value of the Company's investments in publicly traded common shares and investments in floating rate debt and deposits.

Foreign currency risk

The Company's functional currency is the Canadian dollar; however, there are few transactions in U.S. dollars and the Company keeps some of its cash in US currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate $12,000 impact on foreign exchange gain or loss.

Market and Investment risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The amounts at which the Company's publicly-traded investments could be disposed of currently may differ from their carrying values based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. Additionally, current market prices may differ significantly from the historical prices used to calculate fair value for the purposes of the Company's financial statements. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that market trends and changes in market prices result in a proportionate change in the carrying value of the Company's investments.

The Company's results of operations and financial condition are dependent upon the market value of the securities that comprise the Company's investment portfolio. Market value can be reflective of the actual or anticipated operating results of the Company's portfolio companies and/or the general market conditions that affect the sectors in which the Company invests. The Company's investments are primarily concentrated in the junior healthcare, natural resource, and technology industries, which results in exposure to higher volatility and risk than broader market investments and indexes. The value of any or all of the Company's investments could become zero in the future. There are various factors that could have a negative impact on investee companies and thereby have an adverse effect on the Company. Additionally, the Company's investments are mostly in small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows but which may not ever mature or generate the returns the Company expects or may require a number of years to do so. Technology and resource companies may never achieve success. This may create an irregular pattern in the Company's revenues (if any). Macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, thereby negatively impacting one or more of the portfolio companies concurrently. Company-specific risks could have an adverse effect on one or more of the Company's portfolio companies at any point in time. Company-specific and industry-specific risks which materially adversely affect the Company's investments may have a materially adverse impact on its operating results.

The Company holds investments in private and publicly-traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject securities could be subject to wide fluctuations in response to various factors beyond the control of the Company, including quarterly variations in the subject entities' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years, equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results.
Some investments may not be very liquid, and dispositions may take time or may be sold at less than market prices. The amounts at which the Company's private company investments could be disposed of currently may differ from their carrying values since there is no active market to dispose of these investments. Investments in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that the Company will otherwise be able to realize a return on such investments. The Company also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

Investments may include debt instruments and equity securities of companies that Belgravia does not control. These instruments and securities may be acquired by the Company in the secondary market or through purchases of securities from the issuer. Any such investment is subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments could decrease and the Company's financial condition, results of operations and cash flow could suffer as a result.

A 10% change in the fair values of the Company's investments at December 31, 2021 would have an $1,255,074 impact on results from operations.

Operating History and Expected Losses
The Company has a limited history of operations and no material earnings to date and there can be no assurance that the business of the Company will be successful or profitable. No dividends have been paid to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors.

The Company may need additional funding to complete its short and long-term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Company. Global financial conditions are subject to high volatility, thus access to public financing may be negatively impacted. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company. The market price of the Company's shares at any given point in time may not accurately reflect the long-term value. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

Growth Management
In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Regulatory & Legal Risks
The Company is subject to a number of technological challenges and requirements and can be subject to the regulations and standards imposed by applicable regulatory agencies.

Various federal, state or provincial and local laws govern the Company's business in the jurisdictions in which it operates or proposes to operate, or to which it exports or proposes to export our products, including laws and regulations relating to health and safety, conduct of operations and the production, management, transportation, storage and disposal of its products and of certain material used in its operations. Compliance with these laws and regulations requires concurrent compliance with complex federal, provincial or state and local laws. These laws change frequently and may be difficult to interpret and apply. Compliance with these laws and regulations requires the investment of significant financial and managerial resources, and a determination that it is not in compliance with these laws and regulations could harm its brand image and business. Moreover, it is impossible for the Company to predict the cost or effect of such laws, regulations or guidelines upon its future operations. Changes to these laws or regulations could negatively affect the Company's competitive position within our industry and the markets in which it operates

Reliance on Key Personnel and Advisors
The Company relies heavily on its officers and is dependent upon the services of key executives, including the Chief Executive Officer. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Litigation
The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the common shares of the Company and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand.

Belgravia continues its litigation against Tartisan Nickel Corp. ("Tartisan"), a company in which Belgravia currently holds nil common shares, and D. Mark Appleby. In the lawsuit, Belgravia claims for damages in the amount of $750,000 for negligent misrepresentation and breach of contract. Belgravia entered into a management services agreement with Tartisan (the "MSA") to provide services and for which Tartisan was required to pay Belgravia amounts totalling $150,000. Tartisan has paid only $50,000 of this amount in breach of the MSA. These services included, but were not limited to, adding one board member, capital markets advisory, digital marketing, and corporate governance. A statement of defence and counterclaim seeking $1,050,000 in damages plus costs of the action was received by the Company on July 19, 2018. Currently, the Company has requested for the examination of the discovery. Based upon the answers received from Tartisan, the Company is confident that Tartisan's claims are without merit.

COVID-19 (Coronavirus) Risk
On March 11, 2020 the World Health Organization (WHO) declared COVID-19 (Coronavirus) outbreak a "pandemic", namely, the worldwide spread of a new disease. The Government of Ontario announced on March 17, 2020 that it made an order declaring a state of emergency in response to coronavirus (COVID-19) (the "Government Order"). All provinces in Canada have declared a state of emergency and/or state of public health emergency.

The outbreak and ensuing government restrictions raise corporate governance concerns and come with inherent commercial and operational risks due to potential disruptions to investee companies' supply chains, instances of high absenteeism, and/or travel risks. Governmental restrictions on travel, movement, and large gatherings have resulted in significant business interruptions and widespread event and travel cancellations, with a particularly salient impact on the stock markets and the Company's carrying values in investee companies in the mining resource and other sectors. A global travel advisory to avoid non-essential travel outside of Canada and the Government Order under the Quarantine Act remain in effect.

The Government of Canada advises that the pattern of disease is different in pandemics, which may have more than one waive of illness within the total duration of a pandemic. Accordingly, there is no assurance that the ripple effect of COVID-19 will not continue to affect Belgravia for a considerable period of time in the future. COVID-19 is a serious health risk, and the situation is evolving daily.

Other risks
To the extent of the holdings of the Company through its subsidiaries, the Company will be dependent on the cash flows of these subsidiaries to meet its obligations, which cash flows may be constrained by applicable taxation and other restrictions.

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

There are specific risks associated with some of the industries in which the Company invests, including healthcare, technology, blockchain and natural resources.

Corporate Governance Practices

The disclosure required pursuant to National Instrument 58-101-Disclosure of Corporate Governance Practices was made by the Company in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Other Information

The Company's website address is www.belgraviahartford.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.