TRENCHANT CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

for the Three Months ended June 30, 2020 and 2019

Date of Report: August 31, 2020

INTRODUCTION

This management's discussion and analysis (this "MD&A") is prepared as of August 31, 2020, and provides a review of the performance of Trenchant Capital Corp. (formerly Echelon Petroleum Corp.) (the "Company"). It should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended June 30, 2020 and audited consolidated annual financial statements for the fiscal year ended March 31, 2020, and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All of the financial data herein has been prepared in accordance with IFRS, unless otherwise indicated, and all figures are stated in Canadian dollars.

Additional information on the Company is available on the SEDAR website at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, and known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking information will not be realized.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated. The reader is cautioned not to place undue reliance on any forward-looking statements contained in this MD&A. Such forward-looking statements are presented for the purpose of assisting investors in understanding the Company's expected financial and operating performance and the Company's plans and objectives in making an investment decision and may not be appropriate for other purposes. All forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The Company disclaims any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements, or to reflect the occurrence of anticipated or unanticipated events, except as required by applicable laws.

RISKS AND UNCERTAINTIES

Risk factors applicable to the Company and its business include:

- that the Company has only recently commenced business as an investment issuer, and may be unsuccessful in developing this business or generating material revenues from it;
- that the Borrower (as defined herein) may be unable to service the Initial Investment (as defined herein), and that the Company may default in its obligations with respect to the Debentures (as defined herein) as a result thereof;
- that the security underlying the Initial Investment may be insufficient to adequately satisfy any losses the Company may suffer as the result of any default by the Borrower under the Initial Investment;
- portfolio exposure risks and sensitivity to macro-economic conditions;
- risks related to the Company's investments in private issuers and illiquid securities, and the potential concentration of the Company's investments;
- due diligence risks and risks relating to non-controlling interests;
- that the Company may be unable to identify sources of income to generate material cash flow and revenue, and even if identified, such sources of income may be unavailable to the Company;
- that the Company is heavily reliant on its directors and management, and they only devote part of their time and efforts to the affairs of the Company;
- the possible tightening of the credit markets, global economic uncertainty, and counterparty risk;
- risks related to the Company's investment approach, objectives and strategy;
- that the Company's expectations regarding the performance of certain sectors may be incorrect;
- the ability of the Company to identify other potential investment opportunities on satisfactory terms or at all;
- that the price of the Company's common shares on the TSX Venture Exchange (the "**TSXV**") is volatile;
- risks relating to available investment opportunities and competition for investments;
- the ability of the Company to obtain future financing on acceptable terms or at all; and
- other risks that may arise from time to time that are beyond the knowledge and/or control of the Company.
- Additional risk factors with respect to the Company's business and operations can be found in the Company's Final long-term Prospectus dated May 8, 2019 (the "Prospectus"), as filed on SEDAR on May 8, 2019, which is available under the Company's profile at www.sedar.com.

OVERALL PERFORMANCE

Nature of Business and Overall Performance

The Company was incorporated under the *Business Corporations Act* (British Columbia) on December 17, 2009. The Company's common shares are listed on the TSXV under the trading symbol "TCC" and the Debentures are listed on the TSXV under the trading symbol "TCC.DB".

The Company's head office is located at 1790-1790, West Hastings Street, Vancouver, BC, V6E 2X1. The Company has three wholly-owned subsidiaries, 0960128 B.C. Ltd. ("0960128"), 1141864 B.C. Ltd. ("1141864") and TCC Management Inc.

The Company was initially listed on the TSXV as a Capital Pool Company (as defined in the policies of the TSXV). In May 2011, the Company completed its Qualifying Transaction (as defined in the policies of the TSXV), pursuant to which it became designated as a Resource Issuer, engaged in the exploration and development of natural resource properties. The Company subsequently became inactive, with the listing of its common shares moved to the NEX board of the TSXV.

In May 2016, the Company pursued a change of business to become a Investment Issuer on the TSXV (the "Change of Business"). In connection with the Change of Business the Company changed its name to Trenchant Capital Corp. on May 16, 2017 and commenced trading under the symbol "TCC.H".

The Company announced that the Canadian Securities Exchange (the "CSE") has approved the listing of the Company's common shares, 9% Series A convertible debentures and 8% Series B convertible debentures (collectively, the "Securities") on the CSE (the "CSE Listing"). The Securities commenced trading on the CSE at market open on August 28, 2020 under the symbols "TCC", "TCC.DB" and "TCC.DB.A" respectively. In connection with the CSE Listing, the Company delisted the Securities from the TSX Venture Exchange (the "TSXV") at the close of market on August 27, 2020.

The Waiward Debenture Offering

On March 7, 2017, the Company filed and obtained a receipt for a preliminary prospectus with security regulatory authorities for a proposed public offering of a minimum of 5,000 and a maximum of 20,000 9% secured convertible debentures (the "Debentures") priced at $1,000 per Debenture, for gross proceeds of a minimum of $5,000,000 and a maximum of $20,000,000 (the "Debenture Offering").

The Debenture Offering was made on a best efforts, through a syndicate of agents led by Industrial Alliance Securities Inc. (collectively, the "Agents"), pursuant to the terms of an agency agreement dated May 18, 2017. The Debenture Offering closed in three tranches for aggregate gross proceeds of $7,744,000. The first tranche, pursuant to which gross proceeds of $5,522,000 were raised through the issuance of 5,522 Debentures, closed on May 18, 2017. The second tranche, pursuant to which gross proceeds of $1,488,000 were raised through the issuance of 1,488 Debentures, closed on June 26, 2017. The third tranche, pursuant to which gross proceeds of $730,000 were raised through the issuance of 730 Debentures, closed on July 19, 2017. In connection with the Debenture Offering, the Company paid the Agents aggregate cash commissions equal to 6.5% of the gross proceeds raised under the Debenture Offering and were reimbursed for their reasonable expenses.

The Debentures mature on March 31, 2022 and bear interest at the rate of 9.0% per annum, payable quarterly in cash. The terms of the Debentures are set out in a debenture indenture dated May 18, 2017, a copy of which is available on SEDAR, between the Company and Computershare Trust Company of Canada ("Computershare"). Commencing on May 18, 2018, the outstanding principal amount of the Debentures may be converted, at the option of the holder, into common shares of the Company at a conversion price equal to the greater of: (i) 95% of the volume weighted average trading price of the common shares for the 30 trading day period ending three business days before the conversion date, and (ii) $1.00 per common share, provided that, unless the conversion is being effected in connection with a redemption by the Company, no more than 25% of the aggregate principal amount of Debentures held by a holder may be converted in any 180-day period.

The Company may prepay the outstanding principal of the Debentures, and accrued but unpaid interest thereon, in cash, at any time after May 18, 2019, being two years after the closing of the first tranche of the Debenture Offering, by paying the Debenture holders 105% of the outstanding principal amount of the Debentures in year three, 103% of the outstanding principal amount of the Debentures in year four, and 101% of the outstanding principal amount of the Debentures in year five, plus any accrued but unpaid interest thereon.

The Company pledged all of the outstanding shares of 0960128 to Computershare, on behalf of the holders of the Debentures, as security for the Company's outstanding obligations under the Debentures. The holders of Debentures have no recourse to the Company other than with respect to such shares.

Effective on August 28, 2020, the Debentures commenced trading on the CSE under the symbol "TCC.DB". See listing information in Nature of Business and Overall Performance

The Initial Investment

On April 25, 2016, the Company entered into a strategic alliance agreement with the Hillcore Group ("Hillcore"). Hillcore is a leading independent Canadian investment and advisory firm that invests predominantly in the life sciences, real estate, seniors living, financial, industrial and energy sectors.

Pursuant to the terms of the strategic alliance agreement, Hillcore has agreed to grant the Company an exclusive first right to: (i) review Hillcore's initial due diligence on potential business targets, and (ii) negotiate with Hillcore the participation by the Company in Hillcore's acquisition of business targets, primarily by way of special situation debt, which may include secondary, subordinated, mezzanine or non-traditional debt, asset backed securities and back-leveraged/holdco debt. The Company has also been granted certain back-in and tag along negotiation rights, as well as negotiation rights for capital market transactions with respect to projects for which the Company has provided financing. HCG5 Investment Limited Partnership, a limited partnership related to Hillcore, holds approximately 17.3% of the Company's issued and outstanding common shares.

On March 2, 2017, 0960128 entered into a loan agreement dated March 2, 2017, as amended (the "Loan Agreement"), with Waiward Investments Limited Partnership (the "Borrower"), a limited partnership related to Hillcore, pursuant to which 0960128 agreed to loan a minimum of $5,000,000 and a maximum of $20,000,000 (the "Initial Investment") to the Borrower. The Initial Investment is secured by the Borrower's indirect equity interest in Waiward Steel Limited Partnership ("Waiward Steel"), one of Canada's largest steel fabricators and erectors.

The net proceeds of the Debenture Offering were used to fund the Initial Investment, which was completed on May 18, 2017 in connection with the Change of Business.

Going forward, the Company intends to focus on the provision of special situation debt financing to Hillcore's pipeline of current and future private equity investments, as contemplated by the strategic alliance agreement between the Company and Hillcore.

On June 29, 2017, the Company advanced a refundable deposit of $1,500,000 to 10164950 Canada Ltd., a company controlled by Hillcore, as an advance on a second investment transaction with Hillcore. In December 2017 the Company agreed to loan the advance to ABO in a sidecar loan on the same terms as, and be subordinated to, the ABO Loan. The loan bears interest at the rate of 8.0% per annum, payable annually in cash until maturity on January 27, 2023.

The Convertible Preferred Share Offering

On May 18, 2017, the Company also closed a private placement of non-voting convertible preferred shares, pursuant to which it raised gross proceeds of $2,700,000 through the issuance of 6,750,000 preferred shares at a price of $0.40 per share (the "Preferred Share Offering", and together with the Debenture Offering, the "Offerings"). The proceeds of the Preferred Share Offering were used for payment of the fees and expenses for the Offerings, the Initial Investment and the Change of Business, and for general working capital purposes. No commissions or finder's fees were paid in connection with the Preferred Share Offering.

The preferred shares are entitled to receive annual non-cumulative dividends at a fixed rate of 8% per annum. Holders of preferred shares may, commencing on May 18, 2018, convert their preferred shares into common shares on a one for one basis, subject to a semi-annual maximum conversion limit of such number of common shares as is equal to 25% of a particular holder's preferred shares. The preferred shares will automatically convert into common shares on a one for one basis on May 18, 2020.

Holders of Preferred Shares are not entitled to receive notice of, attend, or vote at, any general meeting of the shareholders of the Company. The preferred shares are not, and are not expected to be, listed for trading on the TSXV or on any other stock exchange or quotation system.

On May 18, 2020 the outstanding balance of 6,718,750 preferred shares were converted to 6,718,750 common shares of the Company. See Financial Condition, Liquidity and Capital Resources below.

The Change of Business

The Offerings and the Initial Investment were part of the Change of Business, pursuant to which the Company became a Tier 2 Investment Issuer on the TSXV. Following the issuance of the TSXV's final bulletin with respect to the Change of Business, the trading symbol for the common shares on the TSXV changed to "TCC.V".

The Omni Debenture Offering

In December 2017 the Company filed and obtained a receipt for a preliminary prospectus with security regulatory authorities for a proposed public offering of a minimum of 10,000 and a maximum of 20,000 8% secured convertible debentures (the "Omni Debentures") priced at $1,000 per Debenture, for gross proceeds of a minimum of $10,000,000 and a maximum of $20,000,000 (or $23,000,000 in the event that the Over-Allotment Option is exercised in full) (the "Omni Debenture Offering").

The net proceeds of Omni the Debenture Offering will be used to fund the Omni Loan, as described below.

The Omni Debenture Offering is being made on a best efforts basis, through a syndicate of agents led by Canaccord Capital Corp. and Industrial Alliance Securities Inc. (collectively, the "Agents"). The Omni Debentures issued in the Omni Debenture Offering will have a maturity date of January 27, 2023 and bear interest at the rate of 8.0% per annum, payable quarterly in cash. Commencing two years from closing, the outstanding principal amount of the Omni Debentures may be converted, at the option of the holder, into common shares of the Company at a conversion price equal to the greater of: (i) 95% of the volume weighted average trading price of the common shares for the 30 trading day period ending three business days before the conversion date, and (ii) $1.25 per common share, provided that, unless the conversion is being effected in connection with a redemption by the Company, no more than 25% of the aggregate principal amount of Debentures held by a holder may be converted in any 180-day period.

The Company may prepay the outstanding principal of the Debentures, and accrued but unpaid interest thereon, in cash, at any time after two years from the closing of the first tranche of the Omni Debenture Offering, by paying the Debenture holders 105% of the outstanding principal amount of the Debentures in year three, 103% of the outstanding principal amount of the Debentures in year four, and 101% of the outstanding principal amount of the Debentures in year five, plus any accrued but unpaid interest thereon.

The Debenture Offering closed in two tranches for aggregate gross proceeds of $7,994,000. The first tranche, pursuant to which gross proceeds of $5,659,000 were raised through the issuance of 5,659 Debentures, closed on March 23, 2018. The second tranche, pursuant to which gross proceeds of $2,335,000 were raised through the issuance of 2,335 Debentures, closed on May 17, 2018.

On May 30, 2019, the Company closed the third tranche of its Omni Debentures for gross proceeds of $2,428,000 through the issuance of 2,428 Debentures. On June 28, 2019 the Company closed the fourth tranche of its Omni Debentures for gross proceeds of $1,761,000 through the issuance of 1,761 Debentures.

The Company has agreed to pledge all of the outstanding shares of 1141864 as security for the Company's outstanding obligations under the Omni Debentures. The holders of Omni Debentures will have no recourse to the Company other than with respect to such shares.

Effective August 28, 2020, the Debentures commenced trading on the CSE under the symbol TCC.DB.A. See listing information in Nature of Business and Overall Performance

The Omni Loan

In December 2017, 1141864 entered into a loan agreement (the "Omni Loan Agreement"), with ABO Investments Limited Partnership ("ABO"), a limited partnership related to Hillcore, pursuant to which 1141864 agreed to loan a minimum of $10,000,000 and a maximum of $20,000,000 (the "Omni Loan") to ABO. The Omni Loan is secured by ABO's indirect equity interest in Omni Health Investments Inc. ("Omni"), one of Canada's largest long term care operators.

Pursuant to the Omni Loan Agreement, 1141864 has agreed to loan, in one or more advances, a minimum of $10,000,000 and a maximum of $20,000,000 (or $23,000,000 in the event that the Over-Allotment Option is exercised in full) to ABO, subject to the closing of the Offering. The outstanding principal of the Omni Loan will bear interest at the rate of 10% per annum and the Omni Loan will mature on January 27, 2023. ABO has agreed to pay the Company a fee equal to 7% of the funds advanced to ABO under the Omni Loan Agreement. No finder's fees are payable in connection with the Omni Loan.

ABO will also grant the Company a five-year unit purchase option entitling it to purchase up to 15% of ABO's indirect holdings in Omni for an exercise price of up to $7,725,000. The actual percentage interest that the Company may acquire pursuant to the purchase option will be adjusted on a pro rata basis in accordance with the amount of funds actually advanced under the Omni Loan Agreement.

ABO may prepay the outstanding principal of the Omni Loan by paying 1141864 the outstanding principal amount of the Omni Loan, plus any accrued and unpaid interest thereon, as well as an amount equal to the Break Fee payable by the Company on the redemption or repurchase of Omni Debentures with a principal amount of not more than the principal amount being prepaid by ABO. Closing of the Omni Loan is subject to the closing of the minimum Offering. The Omni Loan will be secured by a pledge of ABO's indirect 88.73% equity interest in Omni.

The Omni Loan Agreement also provides that 1141864 will provide management services to ABO, have observer rights at board meetings of ABO, and have the right to appoint a nominee to the board of directors of ABO.

The Company has also agreed to make an additional loan of $1,500,000 to ABO (the "Sidecar Loan"). The Sidecar Loan has the same term as, and be subordinated to, the Omni Loan (save for bearing 8% interest) and will be funded from the Advance.

In February 2018 the Company, the Agents and ABO agreed to lower the minimum under the Omni Debenture Offering and the Omni Loan from $10,000,000 to $5,000,000.

Investment Policy Disclosures

The Company has adopted an Investment Policy to govern its investment activities. The Investment Policy sets out, among other things, the Company's investment objectives and strategy, which is to provide special situation debt financing to established companies with a solid track record of earnings and demonstrated potential for future growth, the ability to generate shareholder equity by taking and, where prudent, exercising equity purchase rights in portfolio companies, participating in potential going-public transactions or other liquidity events in portfolio companies, and seeking to preserve capital and limit downside risk through securely structuring its investments. A copy of the Investment Policy is attached as Schedule "C" to the Filing Statement.

The following key ratios and other summary disclosures with respect to the Initial Investment are made in accordance with the Company's Investment Policy.

	12 months ended 6/30/2020	**12 months ended 3/31/2020 (Pro Forma)[(1)]**	**12 months ended 3/31/20120**	**12 months ended12/31/2019**
Debt Service Ratio	0.71	0.53	0.80	0.48
Fixed Charge Coverage Ratio	0.79	0.81	0.92	0.65
Net Debt to EBITDA Ratio	4.24	4.62	3.09	5.19

(1) Assumes the Maximum Investment in the amount of $7,740,000.

(2) Earnings before interest, taxes, depreciation and amortization ("**EBITDA**") These non-IFRS financial measures do not have standardized meanings prescribed by IFRS and may not be

comparable to similar measures presented by other companies. These non-IFRS financial measures should not be considered as an alternative to, or more meaningful than, net income (loss), cash flow from operating activities, and other measures of financial performance as determined in accordance with IFRS, but the Company believes these non-IFRS financial measures are useful in providing relative performance and measuring change.

The focus in Q2 2020 has been on stability, strengthening our systems and processes, positioning ourselves in the marketplace and execution the economy starts to slowly open. The company continues to enhance the intake and estimating process, project controls and project management. The construction and fabrication divisions of the business have been further defined with dedicated resources and clear goals while advancing sales and assigning accountability to the field sales team (Site Management).

The wage subsidy program has allowed the company to retain staff and continue momentum and engagement. Net result is ~$500k/month in net benefits as compared to aggressive labour cost management. The pledged Management Fee, together with the cash reserved in the Borrower for interest payments and the underlying value of the Waiward Industrial interest pledged, management of the Company can also confirm the adequacy of the security package provided by the Borrower in connection therewith, and are confident that the Borrower's cash flow and pledged collateral are sufficient and adequate to service the Loan.

The impact of both the Covid-19 pandemic and the oil price slump has had an impact on projects and therefore revenue the company would normally have secured and executed. We are cautiously optimistic in the short term as sites reopen and business slowly returns. We remain profitable and expect backlog to slow or remain stable the remainder of the year while we continue secure work with our major current and potential customers.

Trailing 12 month increase (decrease) in	**12 months ended 6/30/2020**	**12 months ended 3/31/2020**
Revenue	(24%)	(12%)
Net Income	166%	121%

The following key ratios and other summary disclosures with respect to the OMNI Investment are made in accordance with the Company's Investment Policy.

	12 months ended 6/30/2020 (Pro Forma)(1)	**12 months ended 6/30/2020**	**12 months ended 12/31/2019 (Pro Forma)(1)**	**12 months ended 12/31/2019**
Debt Service Ratio	1.25	1.32	1.25	1.33
Fixed Charge Coverage Ratio	1.15	1.20	1.16	1.21
Net Debt to EBITDA Ratio	6.30	5.40	7.19	6.49

(1) Assumes Loan in the maximum of $20,000,000

(2) Earnings before interest, taxes, depreciation, amortization and management fees ("**EBITDAM**") These non-IFRS financial measures do not have standardized meanings

prescribed by IFRS and may not be comparable to similar measures presented by other companies. These non-IFRS financial measures should not be considered as an alternative to, or more meaningful than, net income (loss), cash flow from operating activities, and other measures of financial performance as determined in accordance with IFRS, but the Company believes these non-IFRS financial measures are useful in providing relative performance and measuring change.

Occupancy for homes in the portfolio is 96.7% year to date 2020. There are some Homes below the 97% occupancy threshold. However, due to the pandemic the Ministry has eliminated the 97% threshold for 2020 so all Homes will receive full funding regardless of their occupancy. Net operating income before management fees (EBITDAM) for Q2 2020 amounted to $3,134,386 which is greater than budget by $387,808 and $166,100 greater than Q2 2019. Revenues for Q2 were $164,476 greater than budget primarily due to the (1) global LOC per diem increased from $1.77 to $4.50, with a 32% allowable allocation to OA, and (2) increase in rebate revenue as we budgeted for a 50% reduction in rebates but we are receiving the full amount in 2020. Revenue and Administration were impacted by ancillary services. Hair and foot care services offered by external providers were suspended in March resulting in a reduction in revenue as well as a reduction in the costs associated with providing those services. These services are starting to resume at the Homes. Administration is favourable $214,921 due in part to savings in office supplies, travel and education $44,144. Professional fees including labour relations are favourable $73,212. Labour relations will resume in Q3/Q4. A review of all laundry and housekeeping supplies and equipment commenced in Q2 to ensure that any infection control and tray service supplies are reallocated to Nursing. The review will continue through Q3 in Nutritional Care. New minor capital funding of $1 per diem was introduced April 2020 as a replacement for the structural compliance funding that was discontinued March 2020. In July $50,164 of that funding was recognized for expenditures incurred in Q2.

Trailing 12 month increase (decrease) in	**12 months ended 6/30/2020**	**12 months ended 6/30/2019**
Revenue	2.16%	(1.49%)
Net Income	4.51%	3.84%

Other than as stated above, the Company is not aware of any material changes or facts in the business or affairs of the Borrower that would have a material adverse impact on the Borrower's cash flow or pledged collateral.

Results of Operations

These results of operations should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended June 30, 2020, which are being filed concurrently with this MD&A. The financial data for the three months ended June 30, 2020 and June 30, 2019 have been prepared in accordance with IFRS. All figures are stated in Canadian dollars

Three months ended June 30, 2020 and 2019

	For the three months ended June 30, 2020	For the three months ended June 30, 2019
Revenues		
Interest income	$ 551,102	$ 499,698
Expenses		
Accretion	52,604	41,976
Business development	-	43,120
Depreciation	15,792	15,792
General and administrative	(4,184)	3,021
Interest	405,662	365,018
Professional fees	48,203	59,596
Share-based payment	8,271	24,790
Transfer agent and filing fees	17,137	38,562
Gain on debt settlements	(141,563)	
	401,922	591,875
Net and comprehensive income (loss)	$ 159,180	$ (92,177)

The Company has generated limited revenue until the three-month period ended June 30, 2017, and has reported net losses since inception. The net income was $159,180 for the three months ended June 30, 2020 (June 30, 2019 – ($92,177)). Total expenses of $401,922 were offset by interest income of $561,102.

Revenues of $561,102 were derived from interest earned on the loans during the three months ended June 30, 2020 (June 30, 2019 - $499,698).

Accretion expense was $52,604 relating to the financing costs of the debentures for the three months ended June 30, 2020 (June 30, 2019 - $41,976)

Business development expenses were $Nil for the three months ended June 30, 2020 (June 30, 2019 - $43,120) Management expects to continue to expend time negotiating additional investments and securing financing.

General and administrative expenses were $(4,183) for the three months ended June 30, 2020 (June 30, 2019 - $3,021). There was a recovery of expenses in the current quarter.

Interest expense was $405,662 for the three months ended June 30, 2020 (June 30, 2019 - $365,018). The increase in interest expense was related to interest payable on the Debentures.

Professional fees of $48,203 were incurred in the three months ended June 30, 2020 (June 30, 2019 - $59,596). These professional fees related to audit and legal expenses in connection with the new financings and listing.

Share-based payments were $8,271 (June 30, 2019 - $24,790). Share-based payments were the amounts vested as a result of stock options were issued in the last year.

Transfer agent and filing fees were $17,137 for the three months ended June 30, 2020 (June 30, 2019 - $38,562). These fees were lower due to less filings.

Gain on debt settlements were due to the cancellation of preferred shares and dividends payable in exchange for the settlement of the loan recivable and interest receivable thereon.

Dividend Report & Policy

On July 4, 2019, the Company approved a cash payment of the annual dividend on the 6,750,000 preferred shares in the aggregate amount of $50,000.

On June 6, 2018, the Company approved the payment of the annual dividend on the 6,750,000 preferred shares in the aggregate amount of $216,000. On June 12, 2018, the Company issued 102,222 common shares as settlement of $46,000 of the dividend payable, $4,000 was paid in cash, and $166,000 was accrued as payable to certain preferred shareholders.

In May 2019, the Company accrued dividends payable of $216,000 and paid $50,000 in cash. At June 30, 2020 there were $373,989 dividends payable on the preferred shares which were settled in part in June, 2020. (See Financial Condition, Liquidity and Capital Resources below)

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters. The financial data has, except as referred to in the footnotes to this summary, been prepared in accordance with IFRS and all figures are stated in Canadian dollars.

For the quarter ended:		**March 31, 2020**	**December 31, 2019**	**September 30, 2019**
Total Revenues	561,102	588,864	595,442	593,182
Net and comprehensive income (loss) for the period	159,180 [1]	(45,242) [2]	30,986[3]	(763) [4]
Loss per share, basic and diluted	0.01	(0.01)	0.00	(0.00)

For the quarter ended:	**June 30, 2019**	**March 31, 2019**	**December 31, 2018**	**September 30, 2018**
Total Revenues	499,698	476,215	482,137	483,345
Net and comprehensive income (loss) for the period	(92,177) [5]	(122,142) [6]	40,115 [7]	77,796[8]

For the quarter ended:	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Loss per share, basic and diluted	(0.00)	(0.01)	0.00	0.00

(1) The Company's loss for the period includes non-cash items of accretion of financing costs of $52,604 and a gain on debt settlements of $141,563
(2) The Company's loss for the period includes non-cash items of accretion of financing costs of $57,350.
(3) The Company's loss for the period includes non-cash items of accretion of financing costs of $56,698.
(4) The Company's loss for the period includes non-cash items of accretion of financing costs of $43,577.
(5) The Company's loss for the period includes non-cash items of accretion of financing costs of $41,976.
(6) The Company's loss for the period includes non-cash items of accretion of financing costs of $52,717.
(7) The Company's loss for the period includes non-cash items of accretion of financing costs of $35,381.
(8) The Company's loss for the period includes non-cash items of accretion of financing costs of $33,688.
(9) The Company's loss for the period includes non-cash items of accretion of financing costs of $33,902.

Financial Condition, Liquidity and Capital Resources

The Company had total assets of $21,272,217 as at June 30, 20120 (March 31, 2020 – $22,795,149). The primary assets of the Company as of such date consisted cash of $63,819 (March 31, 2020 – $63,848), interest receivable of $509,493 (March 31, 2020 - $781,291), PIK interest receivable of $619,120 (March 31, 2020 - $567,250), equipment of $89,797 (March 31, 2020 - $105,590) and loan receivables of $19,923,000 (March 31, 2020 - $21,223,000). Accounts payable as at June 30, 2020 were $626,838 (March 31, 2020- $610,699). The Company had negative working capital of $48,732 as at June 30, 2020 (March 31, 2020 – $320,331).

At June 30, 2020, the Company had not yet achieved profitable operations, and had accumulated a deficit of $4,665,456 (March 31, 2020 – $4,654,120).

On May 30, 2019, the Company closed the third tranche of its Omni Debentures for gross proceeds of $2,428,000 through the issuance of 2,428 Omni Debentures

On June 28, 2019 the Company closed the fourth tranche of its Omni Debentures for gross proceeds of $1,761,000 through the issuance of 1,761 Omni Debentures.

On May 11, 2020, the Company extended the conversion date of the preferred shares. On June 19, 2020, the Company converted 3,281,250 preferred shares to 3,281,250 common shares in accordance with the special rights and restrictions attached to the Series A Shares.

In June 2020 the Company has entered into agreements with the holders of preferred shares to settle dividends owing in the aggregated amount of $190,567 by issuing 3,811,344 common shares at $0.05 per common share of the Company, which was approved by the TSXV.

The Company paid $3,443 to a holder of preferred shares to settle outstanding dividends.

On June 11, 2020, the Company entered into a debt settlement and share transfer agreement with Hillcore Diversified Industries Ltd. Hillcore was indebted to the Company pursuant to a loan that Hillcore was assigned by ABO in the principal amount of $1,300,000 and $270,649 on account of interest. Hillcore also owned 3,437,500 Series A Shares and was owed $337,213 in dividends on such Series A Shares by the Company. Pursuant to the settlement agreement, Hillcore and the Company agreed to fully and finally settle the principal of the loan against the transfer of Hillcore's Series A Shares to the Company and to fully and finally settle the interest on the loan payable by Hillcore to the Company by setting this amount off against the dividends payable by the Company to Hillcore on the Series A Shares.

The Company's condensed consolidated interim financial statements for the three months ended June 30, 2020 were prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months from loans from related parties and or the private placement of common shares.

As at June 30, 2020, the Company did not have any contractual obligations.

Classification of financial instruments

Financial assets included in the Company's statement of financial position are as follows:

	June 30,2020	March 31, 2020
FVTPL:		
Cash	$ 63,819	$ 63,848
Amortized costs:		
Interest receivable	509,493	781,291
PIK interest receivable	619,120	567,482
Loans receivable	19,923,000	21,223,000
	$ 21,115,432	$ 22,635,621

Financial liabilities included in the Company's statement of financial position are as follows:

	June 30, 2020	March 31, 2020
Amortized costs:		
Accounts payable	$ 604,838	$ 588,699
Dividends payable	-	547,250
Debentures	19,392,901	19,354,045
	$ 19,997,739	$ 20,489,994

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

- Level 3 – Inputs that are not based on observable market data.

Financial instruments classified as level 1 – quoted prices in active markets - include cash.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

TRANSACTIONS WITH RELATED PARTIES

The following amounts were due to related parties as at the dates indicated, and were included in accounts payable and accrued liabilities as at such dates:

	June 30, 2020	**March 31, 2020**
CFO	(7,875)	(5,250)
CEO	3,390	3,390
	(4,485)	(1,860)

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Key management personnel compensation

	Three months ended	
	June 30, 2020	**June 30, 2019**
CFO – Professional fees	$ 7,875	$ 7,875

CRITICAL ACCOUNTING ESTIMATES

As disclosed in the Company's annual audited financial statements for the years ended March 31, 2018 and 2017 (as are available on the Company's profile on SEDAR (www.sedar.com)), the Company has no critical accounting estimates.

CRITICAL ACCOUNTING POLICIES

There are no accounting policies that the Company has adopted, other than what was disclosed in the Company's annual audited financial statements for the year ended March 31, 2019.

RISK FACTORS

The business of the Company is subject to risks and hazards, some of which are beyond the Company's control. Shareholders must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company. The following is a summary of some risks and uncertainties that management believes to be material to the Company's business. Additional risk factors are included in the Filing Statement, which is available under the Company's SEDAR profile at www.sedar.com.

Risk of Payment Defaults Under Investment Agreements

While the Company intends to structure its investments, including the Initial Investment, in such a way as to minimize the risk of default, there is no guarantee that investee companies will not default on their payment obligations because of business failure or obligations to other lenders, investors or stakeholders. Further, there is no assurance that, in the event of a default by an investee company, the Company will be able to recover all or any of its investment. Such failure could have an adverse impact on the Company's financial condition and results of operations, including impairing the Company's ability to pay amounts owing under the Debentures or to pay dividends on the preferred shares. In addition, in the event investments in investee companies are structured on a subordinated or unsecured basis, the Company's 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. As such, upon a default by an investee company, there may be no funds left to permit the Company to recover its investment.

Dependence on the Performance of Investee Companies

The Company is, and will be, dependent on the operations, assets and financial health of the investee companies in which it makes investments. The Company's ability to meet its operating expenses in the long term will be largely dependent on the interest and other payments received from investee companies, which are expected to be the sole source of cash flow for the Company. While the Company intends to focus on special situation debt financing to Hillcore's pipeline of current and future private equity investments, payments to the Company from investee companies may be based on a percentage of such companies' top line revenues, in which case negative financial performance of an investee company will likely have a negative impact on the Company's cash flow. In addition, if the financing position of an investee company declines such that it is unable to make interest payments to the Company, the Company's financial condition and cash flow will be adversely affected.

The Company has conducted, and will conduct, due diligence on each of its investee companies prior to entering into agreements with them. In addition, the Company plans to monitor investee company performance through observer rights at board meetings of investee companies, negotiating rights to appoint one or more directors to the boards of investee companies, and receiving and reviewing regular financial reports from the investee companies. Nonetheless, there is a risk that there may be some liabilities or other matters that are not identified through the Company's due diligence or ongoing monitoring that may have an adverse effect on an investee company's business and, as a result, on the Company.

Lack of Control Over Investee Company Management

The Company does not expect to have a high degree of influence over any of its investee companies or their operations, including the Borrower. Payments received by the Company from investee companies may therefore depend upon several factors that may be outside of the Company's control.

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 common shares will trade from time to time cannot be predicted. The market price of the common shares is subject to significant fluctuations in response to variations in quarterly and annual operating results, the results of any public announcements the Company makes, general economic conditions, and other factors. Increased levels of volatility and resulting market turmoil may adversely impact the price of the common shares. If the

Company is (as it is expected to be) required to access capital markets to carry out its business objectives, the state of domestic and international capital markets and other financial systems could affect its 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 its business, financial condition, results of operations or prospects.

Financing Risks

The Company has no history of earnings or material revenue. In addition, the Company's business model is dependent on making investments in additional investee companies, and the Company anticipates having to raise additional capital to fund these investments. While the Company may generate additional working capital through equity or debt offerings, or through the receipt of interest or other payments from investee companies, there is no assurance that such funds will be sufficient to facilitate the development of the Company's business as envisioned or, in the case of equity financings, that such funds will be available on terms acceptable to the Company or at all. If available, future equity financing may result in substantial dilution to the Company's shareholders.

Limited Number of Investments

While the Company's intention is to negotiate and fund additional investments in companies in different industry sectors, it could take many years to create a diversified portfolio of investee companies and there is no guarantee the Company will ever achieve sufficient diversification. The Company may have a significant portion of its assets dedicated to a single business sector or industry for an extended period of time. 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, results of operations and financial condition.

Ability to Negotiate Additional Investments

A key element of the Company's growth strategy is expected to involve negotiating and finding investments in other operating companies. 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. The Company's ability to identify investee companies and negotiate and fund additional investments in such a manner is not guaranteed.

Risks Facing Investee Companies

As previously noted, the Company's financial condition and results of operations will be affected by the performance of the companies in which it invests. Each investee company will also be subject to risks which will affect their respective financial condition. Given that, other than with respect to the Initial Investment, the Company does not currently know the exact nature of the businesses in which it may make investments, it is impossible to predict exactly what risks investee companies will face. Nonetheless, typical risks which investee companies might be expected to face include the following:

- Investee companies may need to raise capital through equity or debt financing. Failure to obtain such equity or debt, or the terms of such equity or debt that may be available, may impair the ability of investee companies to finance their future operations and capital needs. Flexibility to respond to changing business and economic conditions may therefore be limited.

- The success of investee companies may depend on the talents and efforts of one or two persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on an investee company.

- Investee companies may require additional working capital to carry out their business activities and to expand their businesses. If such working capital is not available, the financial performance and development of the businesses of the investee companies may be adversely affected.

- Damage to the reputation of 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, and more extensive development, manufacturing, marketing and other capabilities. There can be no assurance that 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 through the loss of a customer representing a high percentage of their 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 to, or elimination of, such programs may have an adverse effect on such companies.

- Investee companies may experience negative financial results based on foreign exchange losses.

Reliance on Key Personnel

The success of the Company is dependent on the abilities, experience, efforts and industry knowledge of its senior management and other key personnel. The long-term loss of the services of any key personnel for any reason could have a material adverse effect on the business, financial condition, results of operations or future prospects of the Company. In addition, the growth plans of the Company may require additional personnel, increase demands 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 personnel as needed in the future. There can be no assurance that the Company will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on its business, financial condition, results of operations and future prospects.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

As of the date of this MD&A, the following securities of the Company were outstanding:

Common Shares – 18,761,951

Preferred shares – 3,437,500

Stock options – 1,160,000

Debentures – 19,923, having an aggregate principal amount of $19,923,000

Escrow shares – At the date of this report there are no shares in escrow

OTHER INFORMATION AND BOARD APPROVAL

Additional information about the Company is available on SEDAR at www.sedar.com. This MD&A has been reviewed and approved by the Board of Directors of the Company.