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

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of Grenville Strategic Royalty Corp. (formerly Troon Ventures Ltd.) ("**Grenville**", the "**Company**", **"our**" or "**we**") is for the six months ended June 30, 2015. The information in this MD&A is current as of August 18, 2015 and should be read in conjunction with the interim condensed consolidated financial statements and notes thereto for the three months and six months ended June 30, 2015 and the audited annual financial statements and MD&A for the year ended December 31, 2014.

The Company's unaudited interim condensed consolidated financial statements have been prepared based on the principles of International Financial Reporting Standards (IFRS) and International Accounting Standard 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board (IASB), London, and the Interpretations of the International Financial Reporting interpretations Committee (IFRIC) and are recorded in Canadian dollars. Certain dollar amounts in this MD&A have been rounded to the nearest thousands of dollars.

FORWARD-LOOKING INFORMATION

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

An investment in securities of the Company is speculative and subject to a number of risks including, without limitation, risks relating to: the need for additional financing; the relative speculative and illiquid nature of an investment in the Company; the volatility of the Company's share price; the Company's limited operating history; the Company's ability to generate sufficient revenues; the Company's ability to manage future growth; the limited diversification in the Company's existing investments; the Company's ability to negotiate additional royalty purchasers from new investee companies; the Company's dependence on the operations, assets and financial health of its investee companies; the Company's limited ability to exercise control or direction over investee companies; potential defaults by investee companies and the unsecured nature of the Company's investments; the Company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters, including the potential impact of the *Foreign Account Tax Compliance Act* on the Company; the potential impact of the Company being classified as a Passive Foreign Investment Company ("**PFIC**"); the Company's ability to pay dividends in the future and the timing and amount of those dividends; reliance on key personnel, particularly the Company's founders; dilution of shareholders' interest through future financings; and general economic and political conditions; as well as the risks discussed under the heading "Risk Factors" on pages 16 to 22 of the Annual Information Form of the Company dated February 11, 2015 and the risks discussed herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

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

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

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

NON-IFRS MEASURES

This MD&A also refers to certain key performance indicators, including EBITDA, Adjusted EBITDA, free cash flow, average royalty payment per million invested, weighted average royalty rate, rolling three month average investment per month and rolling three month average investment per transaction to assist in assessing the Company's financial performance. EBITDA, Adjusted EBITDA, average royalty payment per million invested, weighted average royalty rate, rolling three month average investment per month and rolling three month average investment per transaction (the "**Non-IFRS Measures**") are financial measures used in this MD&A that are not standard measures under IFRS. The Company's method of calculating the Non-IFRS Measures may differ from the methods used by other issuers. Therefore, the Company's Non-IFRS measures may not be comparable to similar measures presented by other issuers. See section "**Definition of Non-IFRS Measures**" for an explanation on how they are calculated. These Non-IFRS measures should only be interpreted in conjunction with the most recently audited financial statements of the Company for the year ended December 31, 2014, which are available on SEDAR at www.sedar.com.

OVERVIEW

Grenville earns its revenues by providing capital to private and public businesses (individually, an "**Investee**" and collectively the "**Investees**") primarily in exchange for long-term revenue streams. Grenville's revenue typically consists of regular monthly payments that are contractually agreed to between Grenville and each Investee ("**Royalties**"), interest income and other similar types of payments. Specific investee receivables are typically perpetual or set for various contracted durations, received monthly, and reviewed and adjusted quarterly and/or annually based on the audited and unaudited performance of Investee's gross revenue or "top-line" performance measures.

THE REVERSE TAKE-OVER

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

(a) each pre-RTO shareholder of the Company received 0.69 of a new common share of the Company and 0.34 of a transferable share purchase warrant of the Company for each common share held immediately prior to the completion of the RTO, with each whole warrant being exercisable into one common share at an exercise price of $0.42 per common share for a period of 24 months from the date of issuance;
(b) each pre-RTO shareholder of Grenville Corporation received one common share of the Company for each common share of Grenville Corporation held immediately prior to the completion of the RTO;
(c) all outstanding stock options of the Company were exchanged for new stock options of the Company based on the exchange ratio described above, and each option-holder received additional stock options to purchase common shares exercisable until

February 19, 2016 at an exercise price of $0.42 per common share in order to reflect similar terms for optionees as were offered to shareholders of the Company through the warrants;

(d) all outstanding stock options of Grenville Corporation were exchanged for an equal number of stock options of the Company at the same exercise price, being $0.028 per common share, and on the same terms as the original stock options; and

(e) the Company changed its name from Troon Ventures Ltd. to Grenville Strategic Royalty Corp.

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

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

GENERAL DESCRIPTION OF THE BUSINESS

Grenville seeks to purchase non-dilutive, revenue-based royalties in primarily private and public, small to medium (SME) companies in North America. The Company's royalty investments are structured to align with the interests of founders, management and shareholders of SMEs by protecting the ability of the existing management of investee companies to manage their business. Grenville seeks to provide capital as a catalyst for growth and, where possible, to attract broader funding for each investee company. Grenville believes that it has identified an underserviced segment in North American capital markets that lies between traditional equity and debt financing. For many businesses, a revenue-based royalty instrument has advantages with respect to cost and contractual terms. Traditional royalties have been used extensively in the North American resource industry but have yet to be applied effectively in a number of other sectors including clean technology, renewables, infrastructure, technology, services, healthcare and general manufacturing, without limitation. Grenville believes, based on discussions with a large sample of investee companies that have supported its business model, that there is significant demand for non-dilutive royalty financing.

Grenville buys royalty interests in the revenue stream generated by many companies diversified across many industrial sectors and North American geographies. Grenville believes that it has identified a large and underserviced finance market for companies typically generating up to $50,000,000 in revenue, many of which are well managed and generating improving cash flow, however face difficult financing hurdles from traditional debt and equity markets. The royalty financing structure offered by Grenville can bridge the financing needs of these companies until traditional debt and equity is available to them on more attractive commercial terms. In some cases, Grenville's royalty may act as a lead order in combination with other forms of financing. Grenville's royalty financing structure is non-dilutive, on an equity basis, and better aligned with management, in terms of growth, a model that has proven to be very successful in the mining and oil & gas, film and pharmaceutical industries. Grenville believes that royalty structures offer a useful alternative, or complement, to traditional debt and equity financing. Royalties are calculated based on the revenue generated by the investee company, and generally do not require traditional security or significant financial covenants. As a result, Grenville believes that royalty financing is better aligned with the vision of investee company management in terms of growth and does not compete equally for return with existing equity investors. A royalty can also be structured to either survive or be liquidated in the event of an acquisition of the investee company, which can be an advantage to founders and existing equity holders.

Grenville may also expand the range of financial instruments and solutions employed where the use of these additional instruments can enhance or defend portfolio value, including secured and unsecured short-term debt instruments, modifications to our royalty payment structure, the granting of security on existing investments and equity-based instruments. At the present time, the use of such modifications and additions does not form a material percentage of our investments, and is included in our non IFRS measurement "Average royalty payment per million invested" (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition).

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

RESULTS OF OPERATIONS

	Three months ended June 30, 2015	Three months ended June 31, 2014	Six months ended June 30, 2015	Six months ended June 30, 2014
Revenues	$ 2,298,542	$ 357,090	$ 3,909,234	$ 504,161
Profit/(Loss) for the period	(25,716)	(224,610)	1,373,267	(3,905,856)
EBITDA/EBITDA (Loss) (1)	413,942	(224,014)	2,744,584	(3,905,260)
Adjusted EBITDA (1)	455,295	17,446	1,578,549	10,229
Adjusted EBITDA excluding impairment provision	1,463,700	17,446	2,586,954	10,229
Free cash flow (1)	776,655	(568,867)	942,269	96,081
Basic Earnings/(Loss) per share	(0.0003)	(0.0045)	0.0173	(0.1147)
Diluted Earnings/(Loss) per share	(0.0003)	(0.0045)	0.0173	(0.1147)
Weighted basic average number of shares outstanding	91,135,584	49,599,526	79,286,052	34,039,280
Weighted diluted average number of shares outstanding	122,103,016	71,990,485	109,648,513	53,517,834
Dividend paid and payable on common shares during the period	1,152,740	-	1,819,731	-
Dividend per share on annualized basis	0.05	-	0.05	-
Royalty agreements acquired and new loans in period	7,939,790	5,999,500	13,159,190	8,670,715
Aggregate royalty agreements acquired and loans	37,791,518	10,580,715	37,791,518	10,580,715
Weighted average royalty rate (1)	3.56%	2.76%	3.56%	2.76%

(1) ETIBDA, Adjusted EBITDA, Free cash flow and weighted average royalty rate are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.

Revenue analysis

Three months ended June 30 2015

	Three months ended June 30, 2015	% of revenue	Three months ended June 30, 2014	% of revenue	Growth %
Interest income on loans	$ 21,004	0.9	$ 10,582	2.9	98.5
Royalty payment income	2,012,374	87.6	314,997	88.2	538.9
Other income	265,164	11.5	31,511	8.9	741.5
Total revenue	**$ 2,298,542**	**100.0**	**$ 357,090**	**100.0**	**543.7**

Six months ended June 30 2015

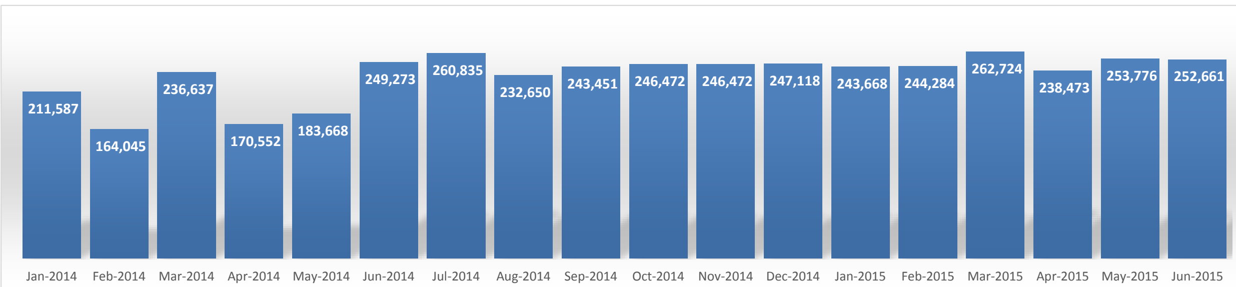
	Six months ended June 30, 2015	% of revenue	Six months ended June 30, 2014	% of revenue	Growth %
Interest income on loans	$ 25,409	0.6	$ 23,047	4.5	10.2
Royalty payment income	3,581,131	91.6	440,875	87.5	712.3
Other income	302,694	7.8	40,239	8.0	652.2
Total revenue	**$ 3,909,234**	**100.0**	**$ 504,161**	**100.0**	**675.4**

Revenues were $2,298,542 for the three-month period ended June 30, 2015 compared to $357,090 for the three-months ended June 30, 2014. The most significant component is royalty payment income, which represented 87.6% of total revenue for the three-month period ended June 30, 2015 compared to 88.2% of total revenue for the three-month period ended June 30, 2014. The increase in revenues was due to total aggregate investments increasing by 257.2% between the three-month periods ended

June 30, 2015 and the three-month period ended June 30, 2014. Revenues were $3,909,234 for the six-month period ended June 30, 2015 compared to $504,161 for the six-months ended June 30, 2014. The growth in royalty payment income of 712.3% reflected total aggregate investments increasing by 257.2% between the six-month period ended June 30, 2015 and the six-month period ended June 30, 2014.

For the three-month period ended June 30, 2015, other income was made up of interest earned of $57,188 and gain from adjustments to the carrying cost of investments of $207,976 as a result of revising the estimated cash flows on 3 investments during the period. The interest earned of $57,188 for the three-month period ended June 30, 2015 and $94,718 for the six-month period ended June 30, 2015 was on short term investments of available cash. The available cash arose following the issue of the convertible debentures in July, 2014 and issue of common shares in February 2015 and May 2015. The interest earned of $31,511 for the three-month period ended June 30, 2014 and $40,239 for the six-month period ended June 30, 2014 was on available cash following the RTO and the issue of special warrants at the end of March 2014. The adjustments to the carrying cost of investments of $207,976 due to the change in the estimated cash flows on 3 investments was recognized in accordance with AG8 of IAS 39 *Financial Instruments* and was made up of 2 investments increasing the carrying amount by $282,966 and for one investment the carrying amount was reduced by $74,990.

The average royalty payment per million invested, net of write-downs (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for each month commencing January 2014 was as follows:



The average royalty payment per million invested (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for the month of June 2015 was $252,661. During the second quarter of 2014, management modified the calculation of the average royalty payment per million invested to base it on the portfolio rather than calculating it by transaction and the chart above reflects the results for all the months using this revised methodology. The methodology allows management to present the calculation of the metric relative to its released financial results. Since September 201,4 the constant result for each month reflects the impact of the greater level of diversification in the portfolio and the fact that as at August 18, 2015, 95.3% of the portfolio has in the agreement a minimum monthly royalty.

An impairment provision of $1,008,405 was recognized for the three-month period ended June 30, 2015 compared to no impairment provision for the three-month period ended June 30, 2014. The provision was made against the entire carrying amount of one investment which was in default as of June 30, 2015 due to the non-payment of the royalty payment as a result of a significant deterioration in the financial position of the investee. Management decided to be prudent and recognize a provision against the entire carrying amount of the investment and the provision represents 2.54% of total investments. Management will continue to review the financial position of the investee and the appropriateness of the impairment provision.

Total operating expenses were $881,775 for the three-month period ended June 30, 2015, and included a net foreign exchange loss of $219,859, of which $209,645 related to an unrealized foreign exchange loss following the translation of royalty agreements acquired in US dollars and a share-based payment expense of $39,684. Total operating expenses for the three-month period ended June 30, 2014 was $581,700 and included a net foreign exchange loss of $130,527, of which $125,950 related to an unrealized foreign exchange loss following the translation of royalty agreements and a share-based payment expense of $115,510 as a result of 25% of the options granted vesting.

Total operating expenses were $167,159 for the six-month period ended June 30, 2015, and included a net foreign exchange gain of $1,041,434, of which $1,025,702 related to an unrealized foreign exchange gain on the translation of US dollar denominated royalty agreements and a share-based payment expense of $67,643. Total operating expenses for the six-month period ended June 30, 2014 was $4,410,017 and included expenses of $3,636,197 directly attributable to the RTO.

Salaries, benefits and other staffing costs were $315,302 for the three-month period ended June 30, 2015, compared to $199,031 for the three-month period ended June 30, 2014. Included in the $315,302 was recruitment fees and salary of a new managing director of the Company. Salaries, benefits and other staffing costs were $612,990 for the six-month period ended June 30, 2015, compared to $627,299 for the six-month period ended June 30, 2014. Included in the $627,299 was an one-time severance payment of $400,000 to the former chief executive officer of the Company's predecessor, Troon Ventures Ltd., which was incurred as of the date of the RTO. Salaries, benefits and other staffing costs excluding this severance cost were higher for the six-month period ended June 30, 2015 because of the increased number of employees including a new managing director, severance paid to a former employee who left the company in the first quarter of 2015 and directors' fees that were incurred for the full period in 2015 but in 2014 were incurred for only three months.

Management and facility fees were $47,385 and $86,438 for the three-month and six-month period ended June 30, 2015 respectively, compared to $33,695 and $64,982 for the three-month and the six-month period ended June 30, 2014 respectively. The higher cost was a result of the relocation of the Company's corporate office in December 2014.

Share-based payment expenses were $39,684 for the three-month period ended June 30, 2015, compared to $115,510 for the three-month period ended June 30, 2014. The $115,510 included the impact of 25% of the options granted in the three-month period ended June 30, 2014 immediately vesting while the options granted in the three-month period ended June 30, 2015 did not contain any immediate vesting. Share-based payment expenses were $67,643 for the six-month period ended June 30, 2015, compared to $2,809,443 for the six-month period ended June 30, 2014. The expense for the six-month period ended June 30, 2014 included $2,651,316 recognized as a result of the RTO that took place on February 19, 2014. The $2,651,316 represented the difference between the fair value of the consideration and the fair value of the identifiable net assets acquired as a result of the RTO.

Professional fees were $136,532 for the three-month period ended June 30, 2015, compared to $19,440 for the three-month period ended June 30, 2014. Professional fees were higher for the three-month period ended June 30, 2015 due to the costs of the AGM were for 2014 incurred in the third quarter and higher activity requiring more professional services. Professional fees were $253,019 for the six-month period ended June 30, 2015, compared to $635,452 for the six-month period ended June 30, 2014. Professional fees were higher for the six-month period ended June 30, 2014 due to the fact that professional fees in the aggregate amount of $584,881 were incurred in connection with the RTO that was completed on February 19, 2014.

Office and general administrative expenses were $123,013 for the three-month period ended June 30, 2015, compared to $83,497 for the three-month period ended June 30, 2014. The expenses for the three-month period ended June 30, 2015 were higher due to consultancy fees paid of $16,992 and a marketing initiative that cost $23,158. The expenses for the six-month period ended June 30, 2015 were $188,503 compared to $147,365 for the six-month period ended June 30, 2014.

There was a foreign exchange loss of $219,859 recognized for the three-month period ended June 30, 2015 compared to $130,527 for the three-month period ended June 30, 2014. Of the $219,859, $209,645 related to the unrealized loss from the translation of the portfolio denominated in US dollars. The closing exchange rate at June 30, 2015 was $1.2490 compared to $1.2666 at March 31, 2015. For the six-month period ended June 30, 2015, there was a foreign exchange gain of $1,041,434 compared to a foreign exchange loss of $125,476 for the six-month period ended June 30, 2014. $1,025,702 of the exchange gain of $1,041,434 related to the unrealized gain from the translation of the US dollar denominated royalty investment reflecting the strengthening of the USD from $1.1601 at the end of December 2014 to $1.2490 as of June 30, 2015. As the US dollar has continued to strengthen to above $1.30, the unrealized foreign exchange gain has increased during Q3.

Financing expenses were $427,634 and $842,093 for the three-month and six-month periods ended June 30, 2015, respectively primarily related to the convertible debentures issued in July 2014. Of these expenses, $345,945 and $690,000 respectively was in respect of interest and $81,689 and $152,093 respectively was for the accretion portion of the initial transaction costs and the equity component recognized. There was no corresponding financing expense during the three-month and six-month periods ended June 30, 2014, as this preceded the convertible debenture issue.

Income taxes were $6,444 and $518,310 for the three-month and six-month period ended June 30, 2015 respectively. The effective tax rate used was 26.5% and a full provision was made for all temporary differences. As losses were incurred for the three-month and six-month period ended June 30, 2014 and no tax provision was made for temporary differences, there was no income tax recognized for these periods.

EBITDA (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) was $413,942 and $2,744,584 for the three-month and six-month period ended June 30, 2015 respectively, compared to an (EBITDA loss) (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) of $(224,014) and $(3,905,260) for the three-month and six-month period ended June 30, 2014 respectively. EBITDA was increased by a combination of growth in revenues in both periods, foreign exchange gains of $1,041,434 in the six-month period ended June 30, 2015 and RTO related costs of $3,636,197 included in the three-month and six-month period ended June 30, 2014.

Adjusted EBITDA (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) was $455,295 and $1,578,549 for the three-month and six-month period ended June 30, 2015, respectively, compared to an Adjusted EBITDA (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) of $17,446 and $10,229 for the three-month and six-month periods ended June 30, 2014, respectively. The increase in Adjusted EBITDA since the three-month and six-month periods ended June 30, 2014 was due to increased revenues of $1,941,452 and $3,405,073 respectively as a result of $27,210,803 in new royalty agreements acquired since the end of June 2014 less the impairment provision of $1,008,405 recorded in the three-month and six-month period ended June 30, 2015.

The Company generated free cash flow (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) of $776,655 and $942,269 for the three-month and six-month period ended June 30, 2015 respectively compared to $(568,867) and $96,081 for the three-month and six-month periods ended June 30, 2014, respectively. The free cash flow (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for the three-month and six-month period ended June 30, 2015 was impacted by short term timing differences caused by royalty payments of $116,110 due by the end of June 2015 but instead were received in early July 2015.

Profit/(loss) after taxes was $(25,716) and $1,373,2673 for the three-month and six-month period ended June 30, 2015 respectively compared to a (loss) after taxes of $(224,610) and $(3,905,856) for the three-month and six-month period ended June 30, 2014 respectively. The increase in the profit after taxes arose due to higher revenues of $1,941,452 and $3,405,073 respectively, the foreign exchange gain of $1,041,434 in the six-month period ended June 30, 2015, the total RTO related costs of $3,636,197 that were incurred in the three-month and six-month periods ended June 30, 2014 less the impairment provision of $1,008,405 recorded in the three-month and six-month periods ended June 30, 2015.

Portfolio Update

Capital deployed for the three-month period ended June 30, 2015 was $7,939,790. There were four new-company investments and six follow-on investments in the three-month period ended June 30, 2015. From July 1, 2015 to August 18, 2015, an additional $1,095,950 was deployed from two follow-on investments and there was one investment boughtout for a capital repayment of $1,000,000. Total capital deployed from December 31, 2014 to August 18, 2015 totaled $14,256,050 into seven new-company investments and eleven follow-on investments. Total investments to date equals forty one made up of twenty five new-company investments and sixteen follow-on investments. As of August 18, 2015 total capital deployed less the investment exited was $37,888,378.

The Weighted Average Royalty Rate (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) for all the royalty financings made as of June 30, 2015 was 3.56%, compared to 3.86% for all the investments made (including any write-downs) as of December 31, 2014.

Diversification Analysis

As of August 18, 2015 the diversification analysis of the Company's portfolio holdings, by investment, capital invested and currency is provided, as follows:

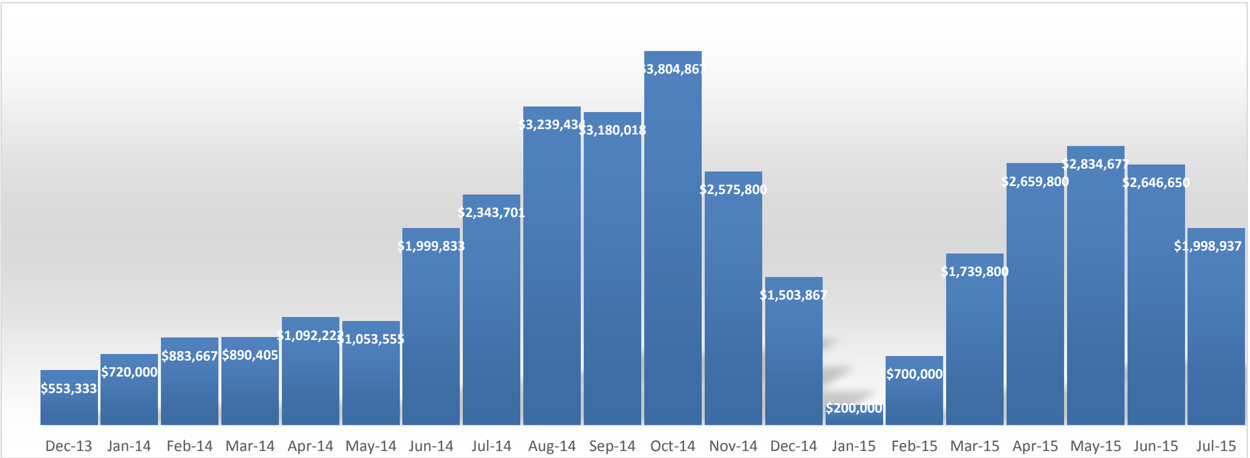
Diversification Analysis by Investment	Cyclical	Neutral	Defensive
Investment By Name	Pliteq Clear Blue Insight DS Handling MERA BG Furniture Watchit Dove Cleaners Expert Homes Manifest	4Tell BlueDrop OneUP Switch Video INOVx Interior Mark Humble Abode Tru Golf	PFO Cherubim Lattice Above Security Medical Imaging Aquam / Nu Flow
# of Investments	**10**	**8**	**6**
Total Investments	**24**	(Write-down (1 company) and investment exit (1 company) excluded from Total Investments and table, above).	
Capital Investment Analysis			
• Total Investments by Segment ($)	$9,885,000	$11,639,308	$15,364,070
• Total Investments by Segment (%)	26.8%	31.6%	41.6%
• Total Investments ($)	$36,708,378	**(Write-down ($1millon) and buydown (1 company) excluded from Total and table, above)**	
• Canadian Investments ($)	$9,885,000	$1,500,000	$5,180,000
• US Investments (in CDN$)	-	$10,139,308	$10,184,070
• % of Canadian Investments (%)	100.0%	12.9%	33.7%
• % of US Investments (in CDN$s) (%)	-	87.1%	66.3%

The Company has developed an investment framework focused on building-out a balanced, uncorrelated, and small to medium sized, public and private, North American company, portfolio. We divide the portfolio into 2 sectors: 1) segment: cyclical, neutral or defensive; and 2) currency: US or Canadian dollar, reflecting both country and currency. Management has the ability to adjust its investment pace and focus across this framework, based on market conditions and opportunities available. With 26 investments (24 net of write-offs and the investment exit) we believe that we currently have a reasonable balance across the framework, with the exception of US$ cyclicals (Nil), although this is counterbalanced with a heavier exposure to US$ defensive investments ($10,184,070). Adjustments from period to period reflect a continual rebalancing of the portfolio across industry sectors, countries and currencies. This strategy is intended to protect investors against significant losses from major swings in the equity markets as occurred in the fourth quarter of 2014.

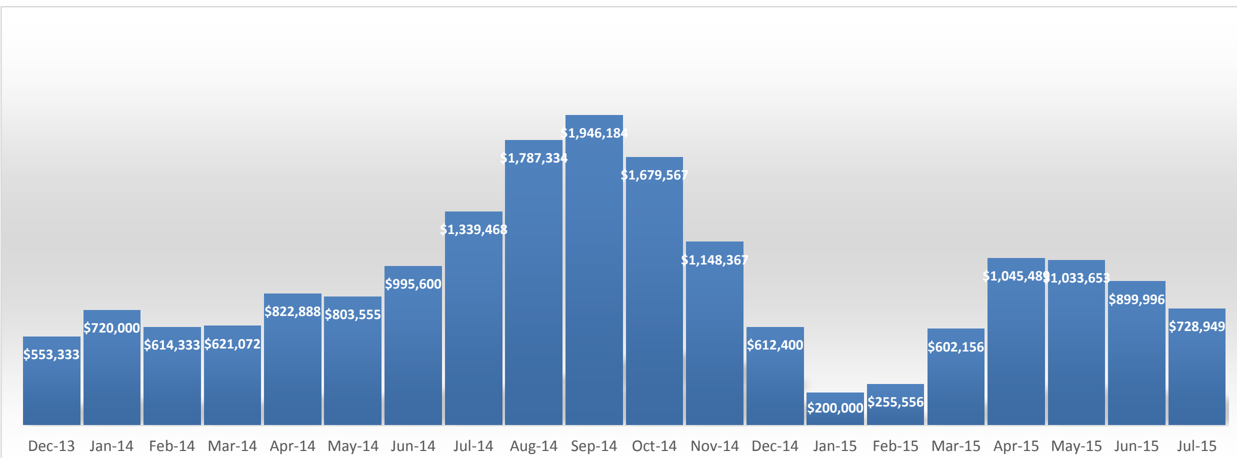
Rolling Three Month Analysis of Investments

The rolling three month metrics (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition) are used by management to monitor trends in the size, volume and velocity in investments, and to gain insight into portfolio performance, and risk management. For the period ended June 30, 2015, the investment pace for the period was ahead of our 1-2 targeted range at 3.67, including follow-ons. Although the rolling three month average investment per month and average investment amount per month started slowly at the start of 2015, we have seen a return towards the expected norm. Our target remains 1-3 transactions, or investments, per month with an average investment amount placed per month of between $2,000,000 and $4,000,000. This, in turn, implies an average investment per transaction range between $666,667 and $4,000,000.

Rolling three month average investment per month



Rolling three month average investment per transaction



New-Company Investments

Updates on each of the four new investees where a royalty agreement was closed during the three months ended June 30, 2015 are as follows:

Dove Cleaners ("Dove"): Established in 2009, Dove is a Toronto-based dry cleaning business operating in the mid to high end subsector of the dry cleaning market. Dove has expanded to 8 company-owned stores and 11 franchise locations. The business consists of the original high-end Dove brand stores and new Flair brand stores, targeting the middle part of the market. Dove operates exclusively in the Toronto marketplace.

Expert Home ("Expert Home"): Established in 2008, Expert Home is a distributor of single-unit modular homes in Western Canada. The company has been known as a provider of "Park Models" single unit modular homes. Commencing mid-2014, Expert Home launched their "Cottages" product serving the recreational marketplace. Expert Home operates out of its head office in Calgary, and sells pre-fabricated homes from its three presentation centers in Calgary, Saskatoon, and Edmonton.

Manifest ("Manifest"): Established in 1991, Manifest is a Toronto-based marketing and communications agency offering a full range of services including research, strategic planning and creative in a digital to public format. Their client base includes not-for-profit private sector clients across a broad range of issues including health, environment, aging, education, international, development, and more. Notable current clients include Public Safety Canada, Dietitians of Canada, Stats Canada, and the Aga Khan Foundation.

TruGolf ("TruGolf"): Established in 1982, TruGolf is a Utah-based developer of golf simulation software, hardware, and gaming content. The Company is headquartered in Centreville, Utah where all the Company's research, development, and manufacturing takes place in a leased 15,000 square foot office. There are currently 38 staff members across all functions of the business. TruGolf was started by its current executive management team as an operating division of Access Software (sold to Microsoft) and today, TruGolf is a leading, if not the leading, golf simulation software company. Revenues are generated through two primary channels: simulator sales (hardware) and virtual golf simulation software (software sold to other simulator manufacturers).

Investment exit

On July 22, 2015, the first successful exit of an investment in the portfolio took place when Wmode Inc. exited the Company's investment for $2,783,010. The Company's total cash return on the Wmode investment, inclusive of royalty payments received, was $3,147,358. The difference between the exit price of $2,783,010 and the carrying amount of the investment at July 22, 2015 was $1,677,119.

Credit quality, impairment allowance and past due

On a quarterly basis, the Company carries out a credit quality review of the portfolio of royalty agreements acquired and loan receivable balance. The review considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. The credit quality is monitored based on our internal risk ratings. The descriptions of the internal risk ratings used and the carrying amounts in each category as of June 30, 2015, March 31, 2015 and December 31, 2014 were:

Satisfactory means that the investment is fully collectible even if there is some deficiency or vulnerability to changing economic conditions.

Special mention means that investment has potential weaknesses that deserve close attention. If left uncorrected, these potential weaknesses may result in deterioration of the payment prospects for the investment at some future date. Special Mention investments do not expose the Company to sufficient risk to warrant classification as substandard or doubtful.

Substandard is characterized by the distinct possibility that the Company will sustain some loss on the investment if the deficiencies are not corrected.

Doubtful contains the features of "substandard" with the added characteristic that the weaknesses will make collection on the investment highly questionable and improbable.

Category	**June 30, 2015**	**%**	**March 31, 2015**	**%**	**December 31, 2014**	**%**
Satisfactory	$ 25,625,185	64.6	$ 25,811,146	81.5	$ 22,059,305	87.6
Special Mention	4,048,746	10.2	2,915,968	9.2	383,400	1.5
Substandard	8,031,474	20.3	1,937,808	6.1	1,738,853	6.9
Doubtful	1,949,030	4.9	1,000,000	3.3	1,000,000	4.0
Total	**$ 39,654,435**	**100**	**$ 31,664,922**	**100**	**$ 25,181,558**	**100**

On the investments classified as doubtful, there is a full impairment provision made, meaning that the impairment allowance was $1,949,030, $1,000,000 and $1,000,000 as of June 30, 2015, March 31, 2015 and December 31, 2014. The impairment allowance as a % of total measured investments was 4.9%, 3.2% and 3.97%, respectively.

The aging analysis of the outstanding royalty payments on the portfolio of royalty agreements acquired and loan receivable was:

	June 30, 2015	**%**	**March 31, 2015**	**%**	**December 31, 2014**	**%**
Not past due	$ 27,853,620	70.2	$ 27,516,863	86.9	$ 22,442,705	89.1
Past due						
- 30 days or less	9,851,785	24.8	1,249,832	4.0	1,738,853	6.9
- 30 to 60 days	-	-	1,898,227	6.0	-	6.9
Impaired	1,949,030	5.0	1,000,000	3.1	1,000,000	4.0
Total	**$ 39,654,435**	**100**	**$ 31,664,922**	**100**	**$ 25,181,558**	**100**

The following table shows for each past due period the actual outstanding royalty payment:

	June 30, 2015	March 31, 2015	December 31, 2014
Past due			
- 30 days or less	$ 190,450	$ 25,948	$ 25,948
- 30 to 60 days	-	79,163	-
Total	**$ 190,450**	**$ 105,111**	**$ 25,948**

As of June 30, 2015, there were four investments included in the 30 days or less past due category. As of August 18, 2015, payment has been received on three of the four investments. During the quarter, for the investment that was in the 30 to 60 days category at March 31, 2015, the Company modified the agreement such that the monthly royalty payments on that investment are deferred until July 2016 at which time the deferred royalty payments will be paid in full.

Investments overview

For royalty investments completed as of the date hereof: (a) the amount invested by Grenville; (b) the date of completion of the investment; (c) the nature of the interest acquired by Grenville; (d) the accounting valuation as at the date of each investment; (e) the royalty or other payments earned by Grenville from such investment during the fiscal year ended December 31, 2014; (f) the royalty or other payments earned by Grenville from such investment during the six-months ended June 30, 2015; (g) whether the investment requires payment of a minimum monthly payment by the investee company; and (h) whether the investment provides the investee company with the right to buydown or buyout part or all of the royalty is as follows:

Investee Company and Nature of Interest Acquired by the Company	Date of Completion of First Investment	Investment Amount / Acquisition Cost	Transaction Costs Capitalized in accordance with IFRS[1]	Accounting Valuation of Invested Amount at Time of Investment	Royalty or Other Payments Earned by the Company during the Year Ended December 31, 2014	Royalty or Other Payments Earned by the Company during the 6 months ended June 30, 2015	Minimum Monthly Payments[2]	Buyout / Buydown Options
Pliteq (loan)	August 1, 2013	$250,000	$1,864.50	$251,864.50	$166,659.56	$83,328.00	N/A	N/A
Clear Blue (streaming royalty)	November 12, 2013	$125,000, plus a follow-on investment of $250,000	$8,400.00	$133,400 (initial investment) and $250,000 (follow-on investment)	$3,649.47	$2,056.49	No	Yes
Wmode (gross sales royalty)	November 1, 2013	$1,000,000	$4,912.50	$1,004,912.50	$212,013.32	$109,230.40	No	Yes and bought out effective July 22, 2015
4tell Solutions (gross sales royalty)	December 31, 2013	USD$500,000 ($535,000), plus a follow-on investment of USD$500,000 ($555,215)	Nil	$535,000 (initial investment) and $555,215 (follow-on investment)	$174,375.80	$101,620.08	No	Yes
Bluedrop (gross sales royalty)	January 10, 2014	$500,000, plus: (i) a follow-on investment of $500,000 and (ii) a standby royalty facility of up to $650,000, of which no amounts have been advanced by Company to date.	$450	$500,450 (initial investment) and $500,000 (follow-on investment)	$155,189.74	$112,225.39	Yes	Yes

Investee Company and Nature of Interest Acquired by the Company	Date of Completion of First Investment	Investment Amount / Acquisition Cost	Transaction Costs Capitalized in accordance with IFRS[1]	Accounting Valuation of Invested Amount at Time of Investment	Royalty or Other Payments Earned by the Company during the Year Ended December 31, 2014	Royalty or Other Payments Earned by the Company during the 6 months ended June 30, 2015	Minimum Monthly Payments[2]	Buyout / Buydown Options
PFO Global Group (gross sales royalty)	February 25, 2014	USD$1,000,000 ($1,116,000), plus a follow-on investment of USD$500,000 ($544,050), and USD$250,000 ($304,950). USD$ 400,000.	Nil	$1,000,000 ($1,116,000 initial investment) plus $544,050 (follow-on investment) and USD$250,000 ($304,950).	$307,813.02	$245,490.96	Yes	Yes
Cherubim (gross sales royalty)	April 28, 2014	USD$1,000,000 ($1,105,450)	Nil	$1,105,450	$186,376.40	$155,978.75	Yes	Yes
Insight (gross sales royalty)	May 30, 2014	$1,250,000	Nil	$1,250,000	$181,636.00	$155,688.00	Yes	Yes
Aquam (gross sales royalty)	June 6, 2014	$2,000,000	Nil	$2,000,000	$273,055.17	$260,771.02	Yes	Yes
Mera (gross sales royalty)	June 13, 2014	$850,000, plus a follow-on investment of $100,000	Nil	$850,000 (initial investment) and $100,000 (follow-on investment)	$121,048.48	$115,435.47	Yes	Yes
INOVx (gross sales royalty)	July 1, 2014	USD$2,000,000 ($2,137,053)	Nil	$2,137,053	$269,156.00	$299,484.00	Yes	Yes
Above Security (gross sales royalty)	August 15, 2014	$2,000,000, plus two follow-on investments of $500,000 each	Nil	$2,000,000 (initial investment) and $1,000,000 (follow-on investment)	$189,517.65	$338,541.25	Yes	Yes
OneUp Games (gross sales royalty)	August 15, 2014	USD$2,000,000 ($2,187,200)	Nil	USD$2,000,000 ($2,187,200)	$215,940.66	$311,965.00	Yes	Yes
DS Handling (gross sales royalty)	September 5, 2014	$1,000,000	Nil	$1,000,000	$79,860.77	$124,998.33	Yes	Yes
Lattice Biologics (gross sale royalty)	September 12, 2014	USD$2,000,000 ($2,215,800), plus a follow-on investment of USD$200,000 ($243,890) and USD$800,000 ($975,840).	Nil	USD$2,000,000 ($2,215,800) plus a follow-on investment of USD$200,000 ($243,890) and USD$800,000 ($975,840).	$166,301.81	$359,058.88	Yes	Yes
BG Furniture (gross sales royalty)	October 17, 2014	$750,000 plus a follow-on investment of $200,000	Nil	$750,000 (initial investment) and $200,000 (follow-on investment)	$38,810.50	$109,206.95	Yes	Yes
APO Group (gross sales royalty)	October 17, 2014	$1,000,000	Nil	$1,000,000	Nil	Nil	Yes	Yes
MEDD (gross sales royalty)	October 31, 2014	USD$2,000,000 ($2,261,400)	Nil	USD$2,000,000 ($2,261,400)	$87,720.09	$252,638.85	Yes	Yes
Switch Video (gross sales royalty)	November 21, 2014	$500,000	Nil	$500,000	$13,888.72	$62,499.85	Yes	Yes

Investee Company and Nature of Interest Acquired by the Company	Date of Completion of First Investment	Investment Amount / Acquisition Cost	Transaction Costs Capitalized in accordance with IFRS(1)	Accounting Valuation of Invested Amount at Time of Investment	Royalty or Other Payments Earned by the Company during the Year Ended December 31, 2014	Royalty or Other Payments Earned by the Company during the 6 months ended June 30, 2015	Minimum Monthly Payments(2)	Buyout / Buydown Options
WATCH IT! (gross sales royalty)	February 25, 2015	$1,000,000 plus a follow-on investment of $1,000,000	Nil	$1,000,000 (initial investment) and $1,000,000 (follow-on investment)	Nil(3)	$109,308.75	Yes	Yes
Interiormark (gross sales royalty)	March 20, 2015	USD$1,750,000 ($2,217,600)	Nil	$2,217,600	Nil(3)	152,738.41	Yes	Yes
Humble Abode (gross sales royalty)	March 31, 2015	USD$550,000 (701,800) plus a follow-on investment of USD$450,000 ($558,540)	Nil	$ USD$550,000 (701,800) plus a follow-on investment of USD$450,000 ($558,540)	Nil(3)	45,508.01	Yes	Yes
Dove Cleaners (gross sales royalty)	April 29, 2015	$1,300,000 a standby royalty facility of up to $200,000, of which no amounts have been advanced by Company to date.	Nil	$1,300,000	Nil(3)	54,166.66	Yes	Yes
Expert Home(gross sales royalty)	April 30, 2015	$1,560,000	Nil	$1,560,000	Nil(3)	65,000	Yes	Yes
Manifest(gross sales royalty)	June 29, 2015	$250,000	Nil	$250,000	Nil(3)	Nil(4)	Yes	Yes
TruGolf(gross sales royalty)	June 30, 2015	USD$1,000,000 ($1,246,900)	Nil	USD$1,000,000 ($1,246,900	Nil(3)	Nil(4)	Yes	Yes

Notes:

(1) Certain transaction costs which were not otherwise reimbursed by the investee companies on Grenville's initial investments were capitalized by Grenville in accordance with IFRS. All transaction costs on subsequent investments were reimbursed by the applicable investee companies.

(2) Adjusting for the investment out on July 22, 2015, 95.3% of Grenville's total invested capital is subject to a requirement by the applicable investee company to pay the greater of a pre-defined minimum monthly amount or the applicable royalty rate based on the investee company's revenue for the immediately preceding month.

(3) No payments were earned under this royalty agreement during the year ended December 31, 2014 as the agreement was entered into following the completion of the 2014 financial year.

(4) No payments were earned under this royalty agreement during the six-month period ended June 30, 2015 as the agreement was entered into on the last day of the quarter.

Since April 1, 2015, the Company has made a limited number of advances under debt instruments for existing investments rather than royalty instalments. For these advances, the table below discloses: (a) the amount advanced by Grenville; (b) the date of the advance; (c) the accounting valuation as at the date of each loan; (d) the interest earned during the fiscal year ended December 31, 2014; (e) the interest earned by Grenville during the six-months ended June 30, 2015; (f) maturity date; and (g) outstanding amount as of the date hereof is as follows:

Investee Company and Nature of Interest Acquired by the Company	Date of Advance	Amount Advanced	Transaction Costs Capitalized in accordance with IFRS(1)	Accounting Valuation of Advance at Time of Advance	Interest Earned by the Company during the Year Ended December 31, 2014	Interest Earned by the Company during the 6 months ended June 30, 2015	Maturity Date	Outstanding amount at the date hereof
PFO Global (Unsecured convertible promissory note) (4)	June 8, 2015	USD$ 400,000 ($499,880)	Nil	USD$ 400,000 ($499,880)	Nil(2)	$17,135	July 1, 2016	USD$92,688
Lattice Biologics (Secured convertible promissory note) (4) (5)	July 31, 2015	USD$ 700,000 ($916,860)	Nil	USD$ 700,000 ($916,860)	Nil(2)	Nil(3)	July 31, 2016	USD$ 700,000
Above Security (Unsecured convertible promissory note) (4)	August 12, 2015	$180,000	Nil	$180,000	Nil(2)	Nil(3)	November 30, 2015	$180,000

(1) All transaction costs on these investments were reimbursed by the applicable investee companies.
(2) No interest was earned under this agreement during the year ended December 31, 2014 as the agreement was entered into following the completion of the 2014 financial year.
(3) No interest was earned under this during the six-month period ended June 30, 2015 as the agreement was entered after June 30, 2015.
(4) The Company has an option to convert any unpaid balance on or after the maturity date into an additional royalty interest pursuant to and in accordance with the terms of the existing royalty agreement between the parties.
(5) As part of the advance, the Company has been granted a warrant to purchase 500,000 common shares at an exercise price of $0.60 exercisable for a period of 24 months.

OUTLOOK

Grenville's royalty agreements with its portfolio companies provided revenue to the Company of approximately $2.3 million for the three-month period ended June 30, 2015. As of August 18, 2015, the estimated revenues for July 2015 are approximately $2.45 million of which $1.68 million is the net gain on the buyout of the Wmode investment. The remaining estimated revenues of $0.79 million will increase as new investments are added throughout the remainder of 2015. Operating expenses for Q2 2015, excluding foreign exchange gains and share based payment expense, came in at approximately $210,000 per month, and are estimated to run in the range of $2.2 million and $2.8 million on an annualized basis in Q3 2015.

Grenville's unique capital offering continues to fill an expansive niche in the North American small to medium enterprise, growth-capital markets. With continued access to funding accretive to shareholder value, the Company is confident that it will be able to add new portfolio companies to the Company's existing portfolio holdings. Each new portfolio company added will further diversify and strengthen Grenville's existing portfolio balance. Management also believes that the revenue contribution per portfolio company added will be priced at roughly the same rate as existing companies within the portfolio.

Certain information contained herein may be considered to be future oriented financial information or financial outlook under applicable securities laws. The purpose of providing such information in this MD&A is to demonstrate the visibility that the Company has with respect to its revenue streams, and such statements are subject to the risks and assumptions identified for the business in this MD&A, and readers are cautioned that the information may not be appropriate for other purposes.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2015 the Company's capital resources were $43,845,164, made up as follows:

98,521,353 common shares	$ 46,115,290
7,540,908 share warrants at an exercise price of $0.42 with an expiry date of February 19, 2016.	814,992
Contributed surplus	369,131
Equity component of the convertible debenture	558,831
Accumulated Deficit	(4,013,081)

On March 27, 2014, the Company raised gross proceeds of $10,000,000 through the issuance of 20,000,000 special warrants. The special warrants were converted on May 15, 2014 into 20,000,000 common shares. After deducting issuing costs, the net proceeds received were $9,051,436. As of June 30, 2015, all of the net proceeds were utilized to acquire royalty agreements between May 15, 2014 and December 31, 2014.

The Company closed a "bought deal" offering of 8% convertible unsecured subordinated debentures, maturing on December 31, 2019. The offering was for $15,000,000 with an overallotment of $2,250,000. The overallotment was exercised in full, resulting in aggregate gross proceeds of $17,250,000. As of June 30, 2015, all of the net proceeds were utilized to acquire royalty agreements between September 2014 and the end of April 2015. The interest payments under the debenture will amount to $1,380,000 per annum.

The Company closed a "bought deal" offering of 19,828,300 common shares at a price of $0.58 per share on February 26, 2015. The offering was for $10,000,000 with an overallotment of $1,500,414. The overallotment was exercised in full resulting in aggregate gross proceeds of $11,500,414. The net proceeds of the offering were $10,517,207 and since the start of May 2015 $6,565,138 of the net proceeds have been utilized to acquire royalty agreements and follow-on investments. The balance of $3,952,069 will be used to acquire royalty agreements and follow-on investments.

On May 7, 2015, the Company closed a "bought deal" offering, of 17,250,000 common shares at a price of $0.80 per share. The offering was for $12,000,000 with an overallotment of $1,800,000. The overallotment was exercised in full resulting in aggregate gross proceeds of $13,800,000. The net proceeds of the offering were $12,811,548 and the funds will be used to acquire royalty agreements over the next nine to twelve months.

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

Offering	Closing Date	Gross Proceeds	Net Proceeds	Amount used to acquire royalty agreements as of August 18, 2015	Amount yet to be used as of August 18, 2015
20 million special warrants exercisable into common shares @ $0.50 per special warrant	March 27, 2014	$10,000,000	$9,051,436	$9,051,436	-
17,250,000 8% convertible unsecured subordinated debentures	July 10, 2014	$17,250,000	$15,905,455	$15,905,455	-
19,828,300 common shares @ $0.58 per share	February 26, 2015	$11,500,414	$10,517,207	$6,565,138	$3,952,069
17,250,000 common shares @ $0.80 per share	May 7, 2015	$13,800,000	$12,811,548	-	$12,811,548

On March 15, 2015 the Company paid its first monthly dividend of $0.00416 per share. The dividends paid from March 15 to August 18 were $2,230,366. A further dividend of $0.00416 per share will be paid on September 15, 2015 to shareholders of record on August 31, 2015. All dividend payments came from accumulated and available free cash flow (a non-IFRS measure, refer to Definition of Non-IFRS Measures for definition).

The Company's cash position at June 30, 2015 was $20,383,288 of which $2,702,810 is available to fund the business other than acquiring royalty agreements. All cash was held in short-term, high-quality liquid investments. The Company is satisfied that it has sufficient cash resources to meet all current obligations. As the Company continues to grow, it will be required to raise additional capital on a regular basis.

WORKING CAPITAL

Grenville's working capital at June 30, 2015 and December 31, 2014 was made up as follows:

	June 30, 2015	December 31, 2014
Cash and cash equivalents	$ 20,383,288	$ 9,748,841
Accrued interest and royalty payment receivable	820,791	491,060
Loan receivable – current portion	670,140	55,613
Royalty agreement acquired – current portion	1,249,193	104,689
Receivable from tax authorities	417,580	267,705
Deposit and prepaid expense	99,820	80,997
Accounts payable and accrued expenses	(322,652)	(279,546)
Dividend payable	(409,849)	-
Finance lease liability – current portion	(2,932)	(3,748)
Income tax payable	(201,196)	(80,384)
Total	**$ 22,704,183**	**$ 10,385,227**

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

A summary of the contractual and other obligations as at June 30, 2015 were:

Contractual obligation	Total	Less than 1 year	1-4 years	5 years
Accounts payable and accrued liabilities	$ 322,652	$ 322,652	$ -	$ -
Dividend	409,849	409,849	-	-
Convertible debenture	17,250,000	-	17,250,000	-
Finance lease payments	14,115	2,932	11,183	-
Payments under an operating lease	355,372	152,148	203,224	-
Total	**$ 18,351,988**	**$ 887,581**	**$ 17,464,407**	**$ -**

FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. The Company measures all financial instruments subsequently at amortized cost except for cash and cash equivalents. Of the financial instruments measured at amortized cost, only accounts payable and accrued liabilities and the convertible debentures were not classified as loans and receivables.

Cash and cash equivalents are classified as held-for-trading and are subsequently measured at fair value. All cash and cash equivalents were invested in short term high quality liquid investments. In the opinion of management these measures ensure that the Company is not exposed to credit or liquidity risk on these cash and cash equivalent balances. The cash and cash equivalents balances at June 30, 2015 were $20,383,288.

For financial assets measured at amortized cost, Grenville will assess whether impairment has occurred at each reporting period. As of the date hereof, there are no additional financial assets impaired or past due from what was reported in the unaudited condensed interim consolidated financial statements for the six-month period ended June 30, 2015. In monitoring credit risk for the royalty agreements acquired and the loan receivable, the Company considers the payment history, industry, sales volume and aging trends, maturity, and other relevant factors. The Company performs periodic credit evaluations of the financial condition of the investee. Further details are included under credit quality, impairment allowance and past due in the portfolio section of this MD&A. As at June 30, 2015, the maximum credit exposure for the royalty agreements acquired and the loan receivable was $38,526,195. The Company has foreign currency exposures to United States dollars. The transaction exposure will be minimized by converting all foreign currency to Canadian dollars immediately. The Company is aware that a translation exposure exists and will continue to monitor the impact on its reported results and take the required hedging action when management considers it necessary. The foreign exchange exposure at June 30, 2015 was 17,567,122 United States dollars representing 36.4% of total assets.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, market and liquidity risks. The Company does not hold any financial derivatives at June 30, 2015 either for hedging or speculative purposes.

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

The fair value of receivables, accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity. The fair value of the loan receivable and royalty agreements acquired by the Company are estimated by the Company by discounting future cash flows using a discount rate based on a weighted average cost of capital using variables from the industry in which each investee company operates. Future cash flows are weighted by the Company by using a combination of a probability approach and a terminal value approach, and the fair value for each investment is individually calculated by discounting estimated future cash flows using a discount rate that takes into account the size of the investee, term, credit risk and changes in market conditions. The fair value of the convertible debentures is based on valuation techniques taking into account trading values, market rates of interest, the current conditions in credit markets and the current estimated credit margins applicable to the Company based on similar issues. There was no change in fair value that was recognized in the total comprehensive income for the three-month period ended June 30, 2015 and the six-month period ended June 30, 2015.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

As at June 30, 2015, Grenville had no commitments for material capital expenditures, no contingencies and no off-balance sheet arrangements; however, the Company has entered into two royalty agreements that include commitments to invest up to $850,000 at the discretion of the investees.

The only material contractual obligation are the convertible debentures (see Liquidity and Capital Resources) notwithstanding there are some ongoing obligations under an agreement with Quantum Leap Asset Management Limited for the provision of general office and administrative services which expired in December 2014. The agreement with Quantum Leap Asset Management Limited is described in more detail under Transactions between Related Parties.

TRANSACTIONS BETWEEN RELATED PARTIES

a) Related Party Transaction

The Company entered into an independent contractor agreement with Quantum Leap Asset Management Limited (“QLAM”), a company controlled by William Tharp, a director and the Chief Executive Officer of the Company, dated July 29, 2013, for the provision of general office and administrative services (the “QLAM Agreement”). The QLAM Agreement expired on December 31, 2014 by mutual agreement of the parties though the Company continued to pay some outstanding obligations of QLAM totalling $24,356 between January 2015 and May 2015.

Under the terms of the QLAM Agreement, the Company paid QLAM a maximum of $10,000 per month, plus applicable taxes, primarily for the Company’s proportionate share of the cost of QLAM’s office rent and ancillary services, payable in advance on the first day of the month. If the Company requests the provision of additional services, the parties will negotiate pricing and payment terms for such additional services. For the three-month period ended March 31, 2014 the Company incurred $30,000 in fees under the QLAM Agreement. As mentioned above, the Company continued to pay some outstanding obligations of QLAM totalling $24,356 between January 2015 and May 2015. The Company expensed this in full in the three-month period ended December 31, 2014.

b) Compensation of key management personnel

	Three months ended June 30, 2015	Three months ended June 30, 2014	Six months ended June 30, 2015	Six months ended June 30, 2014
Short term employee benefits	$ 154,977	$ 161,720	$ 312,289	$ 169,165
Share-based payments	24,364	81,513	38,674	160,184
Consultancy fees	40,000	24,375	73,750	35,625
Severance payment	-	-	-	400,000
Total	**$ 219,341**	**$ 267,608**	**$ 424,713**	**$ 764,974**

The severance payment of $400,000 was paid to the former President and Chief Executive Officer of Troon Ventures Ltd. but who continues to be an independent director of Grenville.

Since March 27, 2014 the Executive Chairman and Chief Executive Officer received salary compensation and the non-executive board members received directors’ fees.

INTERNAL CONTROL OVER FINANCIAL REPORTING

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

LIMITATIONS OF CONTROLS AND PROCEDURES

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

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

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

Royalty agreements acquired are classified as loans and receivable as the terms of the royalty agreements provide that payments to be made by investee companies are fixed or determinable. The Company has concluded that it is highly probable (which it defines as a probability equal to or exceeding 75%) that it will collect greater than 85% of its initial investment under each royalty agreement on the basis that each royalty agreement contains one or more of the following terms: (i) a right in favour of the investee company to buydown or buyout part or all of the Company's royalty in exchange for a principal payment that, when combined with royalty payments made to the date of the buydown or buyout, exceed the value of the Company's initial investment; and (ii) the payment of a minimum monthly royalty payment by the investee company, which provides the Company with certainty of payment over time.

The Company must also use estimates in order to determine the effective interest rate. The term of the agreement is normally perpetual and the royalty amount received can be dependent on the revenues of the investee. As a result, uncertainties exist as to how long the agreements will exist and the royalty payment income that will be received throughout the agreement. In order to determine the effective interest rate that will apply for the entire term of the agreements, the Company must estimate the expected cash flows based on the Company's experience of such investments, the terms of the agreement and the investee's historical cash flows. Those royalty agreements that contain a provision requiring an investee company to make a minimum monthly royalty payment provide the Company with a strong indication of what expected cash flows under that royalty agreement should be over time. In addition to historical revenues of investee companies, the Company also considers other factors, such as external market factors, future performance and industry performance, in estimating expected cash flows from an investment. At the end of each quarter, the Company will review the estimated cash flows to see if they need to be revised based on the actual level of cash flows received.

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

RECENT ACCOUNTING DEVELOPMENTS

The Company has adopted IFRS from incorporation as required by the Accounting Standards Board of the Canadian Institute of Chartered Accountants. The Company has adopted IFRS 10, 11, 12 and 13 which were effective on January 1, 2013. The IASB has and will issue a collection of amendments as part of its annual project "Improvements to IFRSs." They will not have a material impact on the presentation of the Company's financial position or results of operations.

In November 2009, the IASB issued IFRS 9 *Financial Instruments*, which addresses the classification and measurement of financial instruments. Application of IFRS 9 is mandatory from the effective date of January 1, 2018. The Company has carried out an impact analysis and the new standard will mean that the Company's royalty agreements acquired will be subsequently measured at fair value and the changes in fair value will be reflected in the statement of comprehensive income and loss. This change will not impact the cash flows generated by the Company's activities and as a result will not have a material adverse effect on the Company's business, financial condition, results of operations or prospects but could have a material impact in the presentation of the financial statements.

In May 2014, the IASB issued IFRS 15 *Revenue from Contracts with Customers*, which addresses the recognition of revenue. The new standard is out of scope for the Company as 100% of its revenues are generated by financial instruments.

OUTSTANDING SHARES

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, and no other classes of shares. As of August 18, 2015, there were issued and outstanding: (a) 98,931,899 Common Shares; (b) 7,130,362 warrants to acquire 7,130,362 common shares at an exercise price of $0.42; (c) 7,738,721 options under the company's stock option Plan to acquire 7,738,721 common shares, at a weighted average exercise price of $0.7041; and (d) convertible debentures at a conversion price of $0.92 (or a conversion rate of 1,086.9565 common shares for each $1,000 principal amount of debentures) which, if converted into common shares at that price, would result in the issuance of 18,750,000 common shares.

RISK FACTORS

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

Dependence on the Performance of Investee Companies

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

Limited Control Over Investee Company Management

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

Risk of Payment Defaults under Royalty Agreements

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

Volatility of Share Price

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

Financing Risks

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

Outstanding Debt

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

Dilution

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

Early Stage of Development

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

Limited Number of Investee Companies

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

Ability to Negotiate Additional Royalty Purchases

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

Ability to Manage Future Growth

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

Exercise of Buyout Option

Some of the royalty purchase agreements with investee companies contain or will contain buyout options which allow investee companies to repurchase royalties for a set price. Although Grenville believes that the repurchase prices will adequately compensate us for lost royalty payments, if the Company has miscalculated the value of a buyout option relative to the ongoing value of a lost royalty stream, the return on an investment may be lower than expected, which could have a material adverse effect on our business, financial condition, results of operations or prospects.

Risks Facing Investee Companies

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

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

Impact of Regulation and Regulatory Changes

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

PFIC Status for U.S. Investors

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

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

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

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

Competition from Other Investment Companies

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

Impact of Quarterly and Annual Financial Reporting

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

No Guarantee as to Timing or Amount of Dividends

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

The Company may not declare or pay a dividend if there are reasonable grounds to believe that (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realizable value of the Company's assets would thereby be less than the aggregate of its liabilities, including those arising in the ordinary course of business. Dividends are not guaranteed and may fluctuate or be reduced or eliminated. There can be no assurance as to the levels of dividends to be paid by the Company, if any. The market value of the common shares of the Company may deteriorate if the Company is unable to pay dividends in accordance with its dividend strategy, or not at all, and such deterioration may be material.

Currency Fluctuations

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

Reliance on Key Personnel

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

Conflicts of Interest

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

Effect of General Economic and Political Conditions

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

Sale of Common Shares by Existing Shareholders

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

Legal Proceedings

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

Analyst Reports

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

APPROVAL

The Board of Directors of the Company approved this MD&A on August 18, 2015.

ADDITIONAL INFORMATION

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

DEFINITION OF NON-IFRS MEASURES

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

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

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

	Three months ended June 30, 2015	Three months ended June 30, 2014	Six months ended June 30, 2015	Six months ended June 30, 2014
Profit/(Loss) before income taxes	**$ (19,272)**	**$ (224,610)**	**$ 1,891,577**	**$ (3,905,856)**
Depreciation	5,580	596	10,914	596
Financing expense	427,634	-	842,093	-
EBITDA/EBITDA (Loss)	**413,942**	**(224,014)**	**2,744,584**	**(3,905,260)**
Adjustments:				
Unrealized foreign exchange (gain)/loss on carrying amount of Royalty Agreements Acquired	209,645	125,950	(1,025,702)	121,165
Unrealized adjustment to carrying amount of royalty agreements as a result of revising estimated cash flows	(207,976)	-	(207,976)	-
Share-based payment expense	39,684	115,510	67,643	158,127
RTO transaction expense (1)	-	-	-	2,651,316
Severance payment	-	-	-	400,000
Legal and professional expenses directly related to RTO	-	-	-	584,881
Adjusted EBITDA	**$ 455,295**	**$ 17,446**	**$ 1,578,549**	**$ 10,229**

(1) The RTO transaction expense arises from a share-based payment. As the expense is so significant and relates to a specific transaction it is included under RTO transaction expense rather than Share-based payment expense.

Free Cash Flow refers to the amount of cash that is available to the Company as a result of operating activities. "Free Cash Flow" is calculated by deducting from net cash flows used for operating activities as presented in the consolidated statements of cash flows, the interest amount in financing expense, the movement in income tax payable during the period and adding back the royalty agreements acquired in the period. The following table reconciles the Free Cash Flow measure to IFRS measures reported in the audited consolidated financial statements:

	Three months ended June 30, 2015	Three months ended June 30, 2014	Six months ended June 30, 2015	Six months ended June 30, 2014
Net cash used in operating activities	**$ (6,707,834)**	**$ (6,568,366)**	**$ (11,406,189)**	**$ (9,559,514)**
Royalty agreements acquired	7,939,790	5,999,499	13,159,270	8,670,714
Debenture interest paid	(690,000)	-	(690,000)	-
Interest payable – movement in period	344,055	-	-	-
Income tax payable- movement in period	(109,356)	-	(120,812)	-
RTO expenses not paid from Free cash flow	-	-	-	984,881
Free Cash Flow	776,655	(568,867)	942,269	96,081

Average royalty payment per million invested refers to the royalty payment earned during the period, converted into an annualized amount and by reference to a $1 million investment. This is used by management to monitor the performance of a royalty investment and the portfolio compared to the pre-determined target of $250,000 per million invested. The following table shows the calculation for each month since January 2014:

	Ref.	Jun-15	May-15	Apr-15	Mar-15	Feb-15	Jan-15	Dec-14	Nov-14	Oct-14	Sep-14	Aug-14	Jul-14	Jun-14	May-14	Apr-14	Mar-14[1]	Feb-14[1]	Jan-14[1]
Royalty payment																			
Interest income on loans		18,389	1,290	1,325	1,360	1,394	1,651	1,905	2,150	2,392	2,629	2,861	3,088	3,311	3,529	3,742	3,952	4,156	4,357
Royalty payment income		719,520	695,478	597,377	580,085	497,192	491,480	529,808	455,890	386,741	357,388	265,704	219,503	170,868	84,842	59,287	71,182	30,303	24,393
Principal payments		9,839	565	3,076	16,073	4,887	(12,249)	(45,052)	22,215	32,804	15,564	18,591	30,620	10,360	10,146	9,937	9,733	9,532	9,336
Total Royalty payment	**A**	747,748	697,333	601,778	597,518	503,472	480,882	486,661	480,255	421,937	375,581	287,156	253,211	184,539	98,517	72,967	84,866	43,991	38,086
Capital Deployed																			
Starting balance		34,236,198	31,711,568	28,851,568	25,732,168	23,732,168	23,632,168	23,632,168	23,132,168	20,120,768	16,904,968	12,717,768	10,580,715	7,186,665	5,686,665	4,581,215	4,026,000	2,410,000	1,910,000
Royalty agreements acquired		2,555,320	2,524,630	2,860,000	3,119,400	2,000,000	100,000	-	500,000	4,011,400	3,215,800	4,187,200	2,137,053	3,394,050	1,500,000	1,105,450	555,215	1,616,000	500,000
Investment impaired		-	-	-	-	-	-	-	-	-1,000,000	-	-	-	-	-	-	-	-	-
Ending balance		36,791,518	34,236,198	31,711,568	28,851,568	25,732,168	23,732,168	23,632,168	23,632,168	23,132,168	20,120,768	16,904,968	12,717,768	10,580,715	7,186,665	5,686,665	4,581,215	4,026,000	2,410,000
Average capital deployed*	**B**	**35,513,858**	**32,973,883**	**30,281,568**	**27,291,868**	**24,732,168**	**23,682,168**	**23,632,168**	**23,382,168**	**21,626,468**	**18,512,868**	**14,811,368**	**11,649,242**	**8,883,690**	**6,436,665**	**5,133,940**	**4,303,608**	**3,218,000**	**2,160,000**
Average royalty per $1m invested																			
((A*12)/B)*1,000,000		**252,661**	**253,776**	**238,473**	**262,724**	**244,284**	**243,668**	**247,118**	**246,472**	**234,123**	**243,451**	**232,650**	**260,835**	**249,273**	**183,668**	**170,552**	**236,637**	**164,045**	**211,587**

* Starting balance plus ending balance divided by 2

[1] For January 2014, February 2014 and March 2014 the average royalty rate per $1m invested is now shown using the new calculation for comparison purposes.

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

Rolling three month average investment per month represents the average of the cost of the investments in royalty agreements in the current month and the previous two months.

Rolling three month average investment per transaction represents the average of the transaction size for the investments in royalty agreements in the current month and the previous two months.

These rolling three month metrics are used by management to monitor trends in the size, volume and velocity in investments, to gain insight into portfolio performance, risk management, future financing requirements and portfolio diversification indicators, without limitation.

The calculation of the rolling three month average investment per month and the rolling three month average transaction per transaction since December, 2013 are:

	Ref.	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15
Royalty agreements acquired	A	-	$1,125,000	$535,000	$500,000	$1,616,000	$555,215	$1,105,450	$1,500,000	$3,394,050	$2,137,053	$4,187,200	$3,215,800	$4,011,600	$ 500,000	$ -	$ 100,000	$ 2,000,000	$ 3,119,400	$ 2,860,000	$ 2,524,630	$ 2,555,320	$ 916,860
# of transactions closed in mth	B	-	1	1	1	2	1	1	2	3	1	2	2	3	1	0	1	3	3	2	4	4	1
Average deal size (Ref A / Ref B)	C	-	$1,125,000	$535,000	$500,000	$808,000	$555,215	$1,105,450	$750,000	$1,131,350	$2,137,053	$2,093,600	$1,607,900	$1,337,200	$500,000	$0	$100,000	$666,667	$1,039,800	$1,430,000	$631,158	$638,830	$916,860
3 month moving average*																							
- Average investment per month (Ref A)		N/A	N/A	$553,333	$720,000	$883,667	$890,405	$1,092,222	$1,053,555	$1,999,833	$2,343,701	$3,239,434	$3,180,018	$3,804,867	$2,575,800	$1,503,867	$200,000	$700,000	$1,739,800	$2,659,800	$2,834,677	$2,646,650	$1,998,937
- Average investment per transaction (Ref C)		N/A	N/A	$553,333	$720,000	$614,333	$621,072	$822,888	$803,555	$995,600	$1,339,468	$1,787,334	$1,946,184	$1,679,567	$1,148,367	$612,400	$200,000	$255,556	$602,156	$1,045,489	$1,033,653	$899,996	$728,949

* average of the sum of the current month and the previous 2 months.