Flow Capital Corp. (formerly LOGiQ Asset Management Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of Flow Capital Corp. ("**Flow Capital**", the "**Company**", **"our**" or "**we**") is for the three months ended March 31, 2019. The information in this MD&A is current as of May 16, 2019 and should be read in conjunction with the interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2019 and the audited annual consolidated financial statements and MD&A for the year ended December 31, 2018.

The Company's interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2019 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and are recorded in Canadian dollars. Certain dollar amounts in this MD&A have been rounded to the nearest thousands of dollars.

FORWARD-LOOKING INFORMATION

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

An investment in securities of the Company is speculative and subject to a number of risks including, without limitation, risks relating to: the need for additional financing; the Company's ability to pay dividends in the future and the timing and amount of those dividends; the relative speculative and illiquid nature of an investment in the Company; the volatility of the Company's share price; the Company's limited operating history; the Company's ability to generate sufficient revenues; the Company's ability to manage future growth; the limited diversification in the Company's existing investments and the concentration of a significant amount of the Company's invested capital in a small number of investments; the Company's ability to negotiate additional royalty purchases from new investee companies; the Company's dependence on the operations, assets and financial health of its investee companies; the Company's limited ability to exercise control or direction over investee companies; potential defaults by investee companies and the unsecured nature of the Company's investments; the Company's ability to enforce on any default by an investee company; competition with other investment entities; tax matters, including the potential impact of the Foreign Account Tax Compliance Act on the Company; the potential impact of the Company being classified as a Passive Foreign Investment Company ("PFIC"); reliance on key personnel; dilution of shareholders' interest through future financings; changes to the Company's accounting policies and methods; and general economic and political conditions; as well as the risks discussed in the joint management information circular of the Company dated May 2, 2018 and the risks discussed herein. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

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

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

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

NON-IFRS MEASURES

This MD&A also refers to certain key performance indicators, including EBITDA, Adjusted EBITDA, Free Cash Flow, weighted average royalty rate and cash returned from royalty payments and royalty buyouts to assist in assessing the Company's financial performance. EBITDA, Adjusted EBITDA, Free Cash Flow, weighted average royalty rate and cash returned from royalty payments and royalty buyouts (the "**Non-IFRS Measures**") are financial measures used in this MD&A that are not standard measures under IFRS. The Company's method of calculating the Non-IFRS Measures may differ from the methods used by other issuers. Therefore, the Company's Non-IFRS measures may not be comparable to similar measures presented by other issuers. See section "**Definition of Non-IFRS Measures**" for an explanation on how they are calculated. These Non-IFRS measures should only be interpreted in conjunction with the most recently audited consolidated financial statements for the year ended December 31, 2018, which are available on SEDAR at www.sedar.com.

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SALE OF LOGIQ GLOBAL PARTNERS BUSINESS

On April 15, 2019, Flow Capital announced the closing on April 12, 2019 of the sale of the LOGiQ Global Partners business to Ninepoint Financial Group Inc. ("Ninepoint") for total consideration of $12,375,000 (the "Ninepoint Transaction"). The purchase price is subject to an adjustment of up to $1,500,000 upward or downward in the event that the revenue of the Global Partners business for the 2019 fiscal year increases or decreases, as the case may be, by more than 5% compared to revenue for the 2018 fiscal year. Under the terms of the Ninepoint Transaction, Flow Capital has received:

- A $1,375,000 cash payment;
- A note in the principal amount of $9,500,000 bearing interest at an annual rate of 10% ("First Note"), which may be called by Flow Capital at any time after August 1, 2019 and which must be repaid by Ninepoint no later than 4 months following the date of demand; and
- A note in the principal amount of $1,500,000 bearing interest at an annual rate of 10%, repayable on the later of: (i) the date that is two months following the date on which the First Note is repaid; and (ii) three business days following the determination of the purchase price adjustment described above.

The Ninepoint Transaction resulted in a gain of $536,616 to the Company, which will be recognized in the three-months period ended June 30, 2019. In addition, there was approximately $580,000 of working capital balances relating to the business that, when realized, the cash will remain with Flow Capital.

The LOGiQ Global Partners business was one of the two operating divisions run by the Company. This division was an institutional sales platform, providing pension funds, charities and endowment clients with access to leading institutional money managers from around the world. The consideration in the form of the notes for the disposal of this division, together with the cash balance of approximately $9.8 million provides capital for the future growth of Flow Capital.

For the financial statements for the three months ended March 31, 2019, the assets and operations relating to the LOGiQ Global Partners business were classified as assets held for sale and discontinued operations, respectively, in accordance with *IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.* As at March 31, 2019, the assets held for sale were $11,897,816 and were measured at the lower of the carrying amount and fair value less costs of disposal. The key operational results for the discontinued operation for the three months ended March 31, 2019 were:

	$
Revenues	745,951
Comprehensive loss	(65,852)
Net cash generated from operating activities	341,633

For the purposes of this MD&A, the analysis focuses on the remaining continuing business.

GENERAL DESCRIPTION OF THE BUSINESS

Following the sale of the LOGiQ Global Partners business, Flow Capital operates one business, an investment operation. Flow Capital makes revenue-linked, venture debt and other cashflow-oriented investments in emerging growth businesses (individually, an "**investee**" and collectively the "**investees**"), seeking to meet a huge need in the financing market for profitable or near-profitable companies looking to fuel expansion without the dilution of equity or restrictive covenants of conventional debt. Flow Capital also provides a range of advisory services to assist investees in fulfilling their growth objectives.

Flow Capital creates shareholder value in three ways. Firstly, by providing growth capital to private and public businesses, typically in exchange for long-term royalties on those companies' revenues or for venture debt in exchange for interest and principal payments. Flow Capital's diverse portfolio of cashflow-oriented investments in investees creates the potential for a stable and growing stream of long-term, recurring revenues. A secondary source of shareholder value derives from royalty buyouts or buydowns. Flow Capital's royalties typically (but do not exclusively) stipulate that once an investee has returned one-times (1X) the aggregate investment amount, an investee may exit its royalty contract for a price that is at least equivalent to two-times (2X) Flow Capital's aggregate investment amount. Given that investees control the timing of royalty buyouts, precisely forecasting buyouts is not possible for Flow Capital; however, when buyouts do occur, they can realize material cash-on-cash returns for the Company. Flow Capital's portfolio of diverse royalty contracts provides the potential for numerous royalty buyouts, which could in the future provide cash-on-cash returns in excess of the portfolio's investment cost and recurring revenues from the portfolio. A third source of shareholder is realized returns from equity and warrant positions. While Flow Capital does not typically purchase the equity of its investees, the Company has from time-to-time earned equity or warrants in exchange for providing an investment or advisory services to investees, or in other cases, such as when an existing royalty is converted into equity. Precisely forecasting the future value of equity and warrant positions is not possible for Flow Capital; however, it is possible that these positions will create shareholder value over the long term, in excess of cash flows from royalties, royalty buyouts or buydowns, interest and principal repayments.

In summary, Flow Capital creates shareholder value in three distinct ways:

- Stable, recurring revenues from a diverse portfolio of cashflow-oriented investments in emerging growth companies,
- Royalty buyouts or buydowns, and
- Realized returns from equity and warrants.

RESULTS OF OPERATIONS

	Three months ended March 31, 2019	Three months ended March 31, 2018
Revenues	$ 2,053,795	$ 1,844,420
Profit for the period	213,550	129,222
EBITDA/EBITDA(1)	1,467,502	664,615
Adjusted EBITDA(1)	1,039,418	115,796
Free Cash Flow(1)	302,262	(132,874)
Basic Earnings per share	0.0025	0.0012
Diluted Earnings per share	0.0025	0.0012
Book Value per outstanding share(2)	0.3656	0.2084
Weighted basic average number of shares outstanding	85,584,081	106,317,656
Weighted diluted average number of shares outstanding	101,681,656	132,835,281

(1) EBITDA, Adjusted EBITDA, Free Cash Flow and Net Asset Value per outstanding share are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.
(2) Calculated by taking Total Shareholders' Equity as reported on the Statements of Financial Position over the number of outstanding shares.

Revenue analysis

Three months ended March 31, 2019

	Three months ended March 31, 2019	Three months ended March 31, 2018	Growth %
Royalty and loan payment income	$ 1,527,833	$ 1,038,506	47.1
Realized gain from sale of investments	(893,838)	125,000	(815.1)
Foreign exchange gain (loss)	(349,267)	411,804	(184.8)
Adjustments to fair value	5,632,062	227,474	2,375.9
Realized loss from investments written off	(3,947,861)	-	N/A
Other income (including other interest income)	84,866	41,636	103.8
Total revenue	**2,053,795**	**1,844,420**	11.4

Revenues were $2,053,795 for the three-month period ended March 31, 2019 compared to $1,844,420 for the three-month period ended March 31, 2018. Royalty and loan payment income for the three-month period ended March 31, 2019 was $1,527,833 representing a 47.1% increase from the three-month period ended March 31, 2018. The increase was due to royalty payment income of $363,952 earned during the three-month period ended March 31, 2019 from new investments acquired in the last twelve months and $202,937 of royalty payment income earned from existing investments due to growth but this was offset by a reduction in payments of $126,283 due to royalty buyouts and three investments not accruing any income due to non-payment.

Realized loss from sale of investments was $(893,838) for the three-month period ended March 31, 2019 compared to a realized gain of $125,000 for the three-month period ended March 31, 2018. The realized loss of $(893,838) was in respect of losses on the sale of shares in Lattice Biologics Ltd. ("Lattice"), while the realized gain of $125,000 was in respect of the royalty buyout in February 2018 for the investment in Fixit Wireless Inc.

In accordance with *IFRS 9 Financial Instruments,* all components, some of which are non-cash items, that impact the value of the financial asset must be included in revenue. For the three-month period ended March 31, 2019, revenues were impacted by IFRS 9 net non-cash items of $1,334,934 compared to $639,278 for the three-month period ended March 31, 2018. The non-cash amount of $1,334,934 was made up of $5,632,062 for adjustments to fair value, $(3,947,861) realized loss on investments written-off that were previously written-down to zero and $(349,267) for foreign exchange loss. Included in the adjustments to fair value was $3,057,179 for the increase in the fair value of the shares held in investee companies of which $2,168,250 related to the shares held in Inner Spirit Holdings Inc. ("Inner Spirit"), $3,947,861 for a reversal of the fair value adjustment following the write off of Solar Brokers Canada Corp. and Green Lion Eco Group Corp. ("Solar Brokers") and Cherubim Builders Group, ("Cherubim") investments during the quarter and $(1,372,978) for fair value adjustments on various investments in the portfolio.

For the three-month period ended March 31, 2019, other income was $84,866, of which $21,823 related to interest earned on short-term investments of available cash, $13,043 related to gains realized on the repurchase of the debentures under a normal course issuer bid, and $50,000 related to the amortization of deferred income. For the three-month period ended March 31, 2018, other income was $41,636, of which $22,147 related to interest earned on short-term investments of available cash, $10,161 related to the share of joint venture profits, and $9,328 related to fee income earned from joint ventures.

Operating expense analysis

Total operating expenses were $967,533 for the three-month period ended March 31, 2019 compared to $1,204,617 for the three-month period ended March 31, 2018. Operating expenses for the three-month period ended March 31, 2019 were $237,084 lower than the three-month period ended March 31, 2018 due to $312,500 of restructuring costs incurred in the three months ended March 31, 2018, offset by an increase of $72,931 in professional fees.

Salaries, benefits, and other staffing costs were $293,617 for the three-month period ended March 31, 2019, compared to $343,621 for the three-month period ended March 31, 2018. Salaries, benefits, and other staffing costs for the three-month period ended March 31, 2019 were lower by $50,004 due to recruitment fees of $60,000 incurred during the three months ended March 31, 2018.

Share-based compensation was $54,586 for the three-month period ended March 31, 2019 compared to $63,336 for the three-month period ended March 31, 2018. The lower share-based compensation expense of $8,750 for the three-month period ended March 31, 2019 compared to the three-month period ended March 31, 2018 was due to options forfeited in 2018 and expired during the three-months ended March 31, 2018.

Depreciation was $39,607 for the three-month period ended March 31, 2019 compared to $24,812 for the three-month period ended March 31, 2018. The higher expense for the three-month period ended March 31, 2019 was due to the amortization of the right-of-use asset relating to the Company's office that was recorded following the adoption of IFRS 16 starting from January 1, 2019.

Professional fees were $435,490 for the three-month period ended March 31, 2019 compared to $362,559 for the three-month period ended March 31, 2018. Professional fees for the three-month period ended March 31, 2019 were higher by $72,931 due to accounting, audit and legal fees incurred by LOGiQ in the quarter that mostly related to the sale of the LOGiQ Global Partners business.

Office and general administrative expenses were $144,233 for the three-month period ended March 31, 2019 compared to $97,789 for the three-month period ended March 31, 2018. Office and general administrative expenses for the three-month period ended March 31, 2019 were higher by $46,444 due to higher insurance cost of $41,746 for the run-off policy taken out following the amalgamation in June 2018.

Free cash flow

Free Cash Flow(1) was $302,262 for the three-month period ended March 31, 2019 compared to $(132,874) for the three-month period March 31, 2018. Free Cash Flow(2) for the three-month period ended March 31, 2019 was $435,136 higher due to net cash flow of $376,366 generated from the LOGiQ Global Partners business.

Analysis for further items included in the Results of Operations

As part of the reverse acquisition of LOGiQ, the Company assumed an outstanding 7% convertible debenture of $5,213,590 ("Series B"). The financing expense for this Series B debenture for the period from January 1, 2019 to March 31, 2019 was $198,556 which explains the increase in the financing expense for the three-months ended March 31, 2019 compared to the three-months ended March 31, 2018.

EBITDA(1) was $1,467,502 for the three-month period ended March 31, 2019 compared to an EBITDA(1) of $664,615 for the three-month period ended March 31, 2018. The increase of $803,887 in EBITDA(1) for the three-month period ended March 31, 2019 compared to the three-month period ended March 31, 2018 was due to an increase in royalty and loan payment income of $489,327, lower operating costs of $237,084 and Adjusted EBITDA(1) from the LOGiQ Global Partners business of $341,633 offset by a change over the reporting periods in non-cash items of $(198,182) the most significant being increases in the adjustments to fair value and realized losses from investments written-off.

Adjusted EBITDA(1) was $1,039,418 for the three-month period ended March 31, 2019 compared to $115,796 for the three-month period ended March 31, 2018. The increase in Adjusted EBITDA(1) for the three-month period ended March 31, 2019 compared to the three-month period ended March 31, 2018, was due an increase in royalty and loan payment income of $489,327, lower operating costs of $237,084 and Adjusted EBITDA[1] from the LOGiQ Global Partners business of $341,633.

Income taxes were $150,807 for the three-month period ended March 31, 2019 compared to $66,712 for the three-month period ended March 31, 2018. The effective tax rate for all periods was 26.50% and a full deferred tax recognition was made for all taxable, deductible temporary differences and losses carried forward where the Company believe that there will be future taxable income that the deductible temporary differences and losses carried forward can be used against.

Profit after taxes was $213,550 for the three-month period ended March 31, 2019 compared to $129,222 for the three-month period ended March 31, 2018. The increase of $84,328 in profit after taxes for the three-month period ended March 31, 2019 compared to the three-month period ended March 31, 2018 was due to an increase in royalty and loan payment income of $489,327, lower operating costs of $237,084 offset by a combination of non-cash items, the most significant being an increase in the adjustments to fair value, the realized losses from investments written-off, and sales of investments totaling $(198,182), increased financing expense of $(212,184) and a loss from discontinued operations of $(65,852).

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

PORTFOLIO UPDATE

Portfolio Performance Overview

	Three months ended March 31, 2019	Three months ended March 31, 2018
Number of company investments	43	41
Number of active company investments	21	28
Number of company investments in period	0	1
Number of royalty buyouts since inception	9	7
Total capital deployed	0	950,000
Total capital under management[2]	77,627,106	72,309,202
Total capital deployed since inception	76,024,420	70,050,050
Cash returned from royalty payments and royalty buyouts[1] since inception	53,048,875	45,195,270
Cash returned from royalty payments and royalty buyouts[1] during the period	1,398,341	1,283,918
Cash returned as % of capital deployed	70%	64%
Weighted average royalty rate[1]	2.75%	3.55%

(1) Weighted average royalty rate and Cash returned from royalty payments and royalty buyouts are non-IFRS measures. Refer to section Definition of Non-IFRS Measures for further explanation and definitions.
(2) Includes both the capital deployed by the Company and the amounts invested by co-investors.

In the last quarter of the year ended December 31, 2016, Flow Capital materially refocused its investment strategy to favor companies with high growth, recurring or predictable revenues and, the capability to raise capital from other investors, by minimizing downside with general security agreements, and by increasing upside potential through equity and warrants. The Company has deployed $12,080,963 in twelve companies with this refocused investment strategy and to date, the cash returned from royalty payments and royalty buyouts[1] on these investments was $5,781,031 or 48% of the capital deployed. Of the twelve investments, three resulted in royalty buyouts during 2018 with cash of $2,896,089 returned from the $1,809,904 deployed. Given the inherent risk of high-return- potential growth companies, the Company expects to incur losses from time to time. This quarter, Flow Capital recorded a $2,515,087 write-off in the investment in Solar Brokers and currently two other investees are not paying a royalty. In cases such as these, the Company pursues to the fullest extent, its legal remedies in order to recover and maximize shareholder value.

For the three-month period ended March 31, 2019, the cash returned from royalty payments and royalty buyouts[1] was $1,398,341 compared to $1,283,918 for the three-month period ended March 31, 2018. The increase in the three-month period ended March 31, 2019, was from the cash of $124,865 generated from the sale of shares held in Lattice Biologics, Ltd. ("Lattice"). Since inception, the cash returned from royalty payments and royalty buyouts[1] was $53,048,875 compared to $45,195,270 representing 70% and 64% respectively of the total capital deployed. Cash of $7,853,605 was returned from royalty payments and royalty buyouts[1] in the last twelve months. The composition of the royalty payments and royalty buyouts[1] for the three months and twelve months ended March 31, 2019 was made up of as follows:

	Three months ended March 31, 2019	Three months ended March 31, 2018	Twelve months ended March 31, 2019	Twelve months ended March 31, 2018
	$	**$**	**$**	**$**
Royalty and loan payment income	1,273,476	1,033,918	4,687,893	5,050,236
Royalty buyouts and repayment of promissory notes	-	250,000	2,860,775	5,300,000
Proceeds from the sale of shares	124,865	-	304,397	-
Total	**1,398,341**	**1,283,918**	**7,853,605**	**10,350,236**

Portfolio Activity

On April 4, 2019, the Company closed an investment of US$250,000 in Spiridon Technologies Ltd ("**Spiridon**") and has a right to invest another US$250,000 through August 1, 2019.

As part of the consideration for the Ninepoint Transaction of selling the LOGiQ Global Partners business on April 12, 2019, the Company received $11,000,000 of Notes in aggregate from Ninepoint bearing interest at 10% per annum.

The Company has from time-to-time earned equity or warrants in exchange for providing an investment or advisory services to investees, or in other cases, such as when an existing royalty is converted into equity. A summary of the equity securities in the portfolio as of March 31, 2019, was as follows:

	# of securities	Cost Mar. 31, 2019	Carrying amount Mar. 31, 2019
Common shares			
Lattice	6,793,600	$ 1,348,567	$ 169,840
Inner Spirit Holdings Ltd.	14,455,000	1,004,050	4,119,675
Boardwalktech Software Corp. ("Boardwalktech")	70,684	152,841	43,117
Medical Imaging Corp.	4,000,000	0	0
Crimson Energy Ltd. (not publicly traded)	1,871,358	299,528	205,926
Warrants (not publicly traded)			
Boardwalktech	319,540	1,365,572	43,831
DionyMed Brands Inc. ("DionyMed")	190,000	53,442	332,011
Stability Healthcare Inc. ("Stability")	90,152	90,395	88,546
Total		**$ 4,314,395**	**$ 5,002,946**

Not included in the table above, is the Company's right to receive 5% of any proceeds beyond US$4,500,000 if Frequentz, a company in which Flow Capital previously had a royalty that was bought-out, were to sell its assets in the future.

During the three months ended March 31, 2019, the Company sold 5,159,000 shares of Lattice generating gross cash proceeds of $124,865. The book value of the other Lattice investments is zero.

During the three months ended March 31, 2019, the adjustments to fair value were $5,637,450. Of this amount, $3,947,861 related to investments written-off during the period where previously the investments were written-down to nil. For the remaining balance of $1,689,588, $3,057,179 related to fair value adjustments for shares and warrants held in investee companies, the value of a promissory note was written-up by $127,966 and $(1,495,559) was in respect of fair value adjustments to active royalty investments. Adjustments to fair value are unrealized by their nature and in a portfolio as diverse as Flow Capital's, there will be movements up and down from reporting period to reporting period.

Investment Update

As at March 31, 2019, a summary of the active investment profile was as follows:

	March 31, 2019	December 31, 2018
	#	#
Investments - fully paying a royalty	14	16
Investment – royalty past due	3	1
Investment – delinquent/distressed/in legal process	4	6
Total	**21**	**23**

The total number of active investments has fallen since December 2018 due to two investments (Cherubim Builders Group, LLC and Solar Brokers**)** being fully written-off. During the three-months period ended March 31, 2019, two investments went into arrears on the payment of the royalty. The Company is working closely with these investees with the objective of the investees resuming to pay a royalty.

The following is an update in respect of some investments in the portfolio;

Agnity Global, Inc. ("Agnity"): The Company announced on January 29, 2019, the closing of the sale of the royalty agreement with Agnity to Universal mCloud Corp. ("mCloud"). The consideration was US $2,000,000 in the form of a senior secured note, plus $525,000 or 1.5 million mCloud shares, chosen at Flow Capital's election, and another 3.5 million shares if certain milestones are met within the next six years. The senior secured note is for a term of up-to twelve months, paying monthly interest of US$41,667. Flow Capital will receive the $525,000 or 1.5 million mCloud shares when the note is repaid. The book value of the investment in Agnity was US$1,997,652 at the closing date.

Solar Brokers: In January 2019, the Company announced that due to the poor financial condition of Solar Brokers, the book value of all investments was written-down to zero, recording a loss of $2,515,807 for the twelve months ended December 31, 2018. Due to the significant liabilities and as the Company does not expect to recover any part of the investment, the investment of $2,515,807 was written-off fully during the three months ended March 31, 2019. Flow Capital has commenced legal proceedings to have a default judgement issued against Solar Brokers.

Humble Abode, Inc. ("Humble Abode"): In 2014, the Company made an investment of US$1,475,000 in Humble Abode, an ecommerce furniture distributor, based in Santa Rosa, California. Humble Abode has not paid any royalty since November 2018 and Flow Capital have started legal proceedings against Humble Abode. As of March 31, 2019, the book value of the investment was zero.

Medallion Holding Company, LLC ("Medallion"): The Company made an US$2,000,000 investment in Medallion in 2015. On August 31, 2018, the Company was granted a default judgement for US$3,924,630. The Company and Medallion were unable to finalize a forbearance agreement and as a result Medallion have stopped paying a royalty. The Company has commenced Creditors Bill legal proceedings and as part of the Creditors Bill, Flow Capital is looking to stop all payments been made to the owner of Medallion and related parties.

Cherubim Builders Group, LLC ("Cherubim"): The Company made an US$1,000,000 investment in Cherubim in 2014. In December 2018, the Company started legal proceedings to recover its investment and past due royalty payments. As of today, default judgements have been granted against all parties named in the complaint. The book value of this investment has been zero since 2016 and the investment was fully written-off during the quarter.

Compression Generation Services, LLC ("CompGen"): The Company has started default legal proceedings against CompGen and its owner John Pauk. Both defendants have denied our claims and indicated their intent to defend. The Company has started summary judgement proceedings that will involve a court hearing. The book value of this investment has been zero since 2016.

The Company is also actively pursuing legal proceedings against Westlake and Dove Cleaners, investments made in 2015. The Company expects that the legal proceedings against all investees will continue for some time until a satisfactory outcome is reached.

Royalty buyouts

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

Investee Company	Date of Royalty Buyout	Date of Investment	Aggregate Investment Amount	Royalty Buyout Amount	Gains Realized on Royalty Buyout	Cumulative Cash Generated Over the Life of the Investment	Cash-on-Cash Return (2)
Wmode	July 23, 2015	November 1, 2013	$1,000,000	$2,783,010	$1,783,010	$3,147,358	3.15
DS Handling	September 25, 2015	September 5, 2014	$1,000,000	$1,387,500	$387,500	$1,650,268	1.65
INOVx	October 6, 2015	July 1, 2014	US$2,000,000 ($2,137,000)	$2,247,158	$(11,089) (1)	$2,722,238	1.27
Above Security	October 20, 2015	August 15, 2014	$3,000,000	$6,000,000	$2,700,000	$6,453,861	2.15
4Tell	November 17, 2015	December 31, 2013	US$1,000,000 ($1,090,215)	$1,444,377	$377,862(1)	$1,855,519	1.70
Aquam Corporation	April 18, 2017	June 6, 2014	$2,000,000	$5,000,000	$3,000,000	$7,527,821	3.76
Fixt	February 28, 2018	April 25, 2017	$125,000	$250,000	$125,000	$276,563	2.21
Boardwalktech	June 21, 2018	December 15, 2017	US$300,000 ($386,040)	$800,400	$400,200	$849,073	2.20
Frequentz	December 3, 2018	June 6, 2014	US$850,000 ($1,126,130)	$1,413,125	$280,628	$1,718,770	1.53
Total			**$11,864,385**	**$21,325,570**	**$9,043,111**	**$26,201,471**	**2.21**

(1) These amounts include foreign exchange gains of $422,898 and $264,285 respectively realized when the royalty agreement was bought out.
(2) Calculated by taking Cumulative Cash Generated Over the Life of the Investment over the Aggregate Investment Amount.

Excluding royalty payments, the Company has received $21,325,570 from royalty buyouts to date. Cash generated from royalty buyouts remains for Flow Capital the most competitive low-cost form of capital for growth. The Company expects that royalty buyouts will continue to crystalize in the future.

Past due for payments outstanding on investments at fair value

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

	March 31, 2019	Dec. 31, 2018	Sept. 30, 2018	June 30, 2018	March 31, 2018
Past due					
- 30 days or less	$ 2,004	$ 2,046	$ 53,938	$ 41,708	$ 4,000
- 31 to 60 days	-	-	29,111	41,708	4,000
- 61 to 90 days	-	56,842	-	4,000	-
- Over 91 days	-	-	4,000	4,000	-
Total	**$ 2,004**	**$ 58,888**	**$ 87,049**	**$ 91,416**	**$ 8,000**

In relation to the table:

- As of March 31, 2019, there were $525,204 of outstanding royalty payments where the fair value recognized was zero compared to $524,649 as at December 31, 2018.

OUTLOOK

Flow Capital makes revenue-linked, venture debt and other cashflow-oriented investments in emerging growth businesses. The Company is addressing a substantial need in the financing market for profitable or near-profitable emerging growth businesses looking to fuel expansion without the dilution of equity or restrictive covenants of conventional debt. The Company also provides a range of advisory services to assist investees in fulfilling their growth objectives.

We create shareholder value in three ways:

- Stable, recurring revenues from a diverse portfolio of cashflow-oriented investments in emerging growth companies,
- Royalty buyouts or buydowns, and
- Realized returns from equity and warrants.

Flow Capital's strategy for driving recurring revenue growth is as follows:

- Make new royalty and interest-bearing investments,
- Make follow-on investments in investee companies, and
- Participate in the revenue growth of investee companies with which we've contracted for a royalty.

Currently of interest to Flow Capital are industries experiencing digital transformation or high growth.

Building dynamic lead sources is the first step in value creation at Flow Capital. With over thirty million small and medium sized businesses in the United States and Canada, and tens of millions of others in Flow Capital's addressable geographies and sectors, there is a very large market of potential investment opportunities. Historically, the Company has sourced leads from the personal and professional networks of management, co-investors, investment banks, equity crowdfunding portals, channel partners such as accelerators and coworking spaces, and conferences and events. We will continue to cultivate these lead sources and will soon begin to market the Company to entrepreneurs through digital channels such as paid search, LinkedIn and YouTube.

Beyond lead flow, Flow Capital is proactively digitizing its business workflows in an effort to grow more efficiently and add scale. For instance, we are automating the collection of due diligence information from prospects. Automating risk adjudication and portfolio management with software and advanced numerical techniques, such as neural nets, is an area of interest and ongoing investigation at Flow Capital.

Flow Capital's long-term strategy for scaling the business is to increase its book value by reinvesting cash yielded from recurring revenues and other non-recurring cash inflows into new investments in emerging growth companies. Given that in the majority of our investments, investee companies contract for a cash-on-cash return of approximately three-times the deployed capital, not including upside from warrants, over the long run it is expected that the Company's book value will grow, notwithstanding losses from failed investments. As with any portfolio of investments in the dynamic emerging growth asset class, there will always be failed investments in Flow Capital's portfolio. That said, it is the Company's mandate to minimize the incidence of losses while at the same time overcoming those losses with excess returns from the rest of the portfolio.

Flow Capital believes that as the business scales and the portfolio matures, it will enjoy a lower cost of both debt and equity, thereby increasing the profitability of its investments, reinforcing the expansion of book value.

As of May 16, 2019, the Company has invested approximately $76,000,000 of capital in 45 portfolio companies, earned Adjusted EBITDA(1) of $23,081,938 since inception in July 2013 and has generated Free Cash Flow(1) of $13,133,936 since July 2014. Flow Capital generated Adjusted EBITDA(1) of approximately $0.2 million for the three-month period ended March 31, 2019. As of May 16, 2019, the Company estimates that royalty and interest income for April 2019 will be $0.5 million with operating expenses estimated to be in the range of $0.25 million to $0.35 million on a monthly basis in Q2 2019. The Company's cash position at May 16, 2019 is approximately $9.8 million.

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

REVERSE TAKEOVER

On March 12, 2018, Grenville Strategic Royalty Corp. ("Grenville") and LOGiQ Asset Management Inc. ("LOGiQ") announced that they had entered into an arrangement agreement (the "**Arrangement Agreement**") pursuant to which LOGiQ has agreed to acquire all the issued and outstanding common shares of Grenville based on 6.25 common shares of LOGiQ for each outstanding Grenville Share (the "**LOGiQ Transaction**"). The LOGIQ Transaction was completed on June 7, 2018, with the pre-transaction owners of LOGiQ holding approximately 33% and the pre-transaction owners of Grenville owning approximately 67% of the combined company. Simultaneously, Grenville and LOGiQ amalgamated to form one corporate entity named Flow Capital Corp. which will continue as one corporation. The board of directors of Flow Capital was comprised of 6 people, of which 4 were designated by Grenville and the remaining 2 by LOGIQ, with most of the management of Flow Capital coming from Grenville. Based on the composition of the board of directors, the composition of key management personnel and the proportionate ownership of each control block, Grenville was deemed to have obtained control and was the acquirer of LOGiQ for accounting purposes. The LOGiQ Transaction is accounted for as a reverse acquisition under the acquisition method of accounting for business combinations in accordance with the principles *of IFRS 3 Business Combinations.* Accordingly, the results of the acquisition have been recognized from the date of closing.

The LOGiQ Transaction was accounted for as a reverse acquisition under the acquisition method of accounting for business combinations with Grenville being the accounting acquirer. The transactions and balances of LOGiQ, the legal parent, and its other subsidiaries, are included in the operating results from the effective date of the acquisition, being June 7, 2018. During the year ended December 31, 2018, transaction costs of $365,859 were incurred in connection with the Transaction by Grenville and have been fully expensed. Excluding the transaction costs expensed in the period, for the period June 7, 2018 to December 31, 2018, LOGiQ has contributed $1,889,302 to revenues and an operating loss of $182,907 to the net and comprehensive income (loss).

For further details regarding the LOGiQ Transaction and the impact on the financial statements for the three months and year ended December 31, 2018, refer to note 6 of the financial statements for the three months and year ended December 31, 2018 that can be found on Flow Capital's profile on SEDAR at www.sedar.com.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected unaudited financial information for each quarter since March 31, 2017.

	Three months ended March 31, 2019	Three months ended December 31, 2018	Three months ended September 30, 2018	Three months ended June 30, 2018	Three months ended March 31, 2018	Three months ended December 31, 2017	Three months ended September 31, 2017	Three months ended June 30, 2017
Royalty payment and loan interest income	$1,527,833	$1,209,263	$1,213,968	$1,129,882	$1,038,506	$1,133,229	$1,187,141	$1,038,897
Realized gains on royalty buyouts	(893,838)	282,646	-	400,200	125,000	-	-	3,000,000
Non-cash foreign exchange and adjustments to fair value	1,334,934	(2,524,769)	(649,795)	(591,110)	639,278	(4,024,340)	(2,437,756)	(5,985,378)
Other income	84,866	41,420	605,967	1,626,063	41,636	20,178	27,994	29,063
Total revenue	**$2,053,795**	**$(991,440)**	**$1,170,140**	**$2,565,035**	**$1,844,420**	**$(2,870,933)**	**$(1,222,621)**	**$(2,067,408)**
Total profit (loss) for the period attributable to shareholders	213,550	(2,458,672)	(499,406)	5,852,776	129,222	(3,339,862)	(1,763,068)	(2,456,208)
Basic earnings / (loss) per share	0.0025	(0.0282)	(0.0057)	0.0935	0.0023	(0.0603)	(0.0318)	(0.0443)
Diluted earnings /(loss) per share	0.0025	(0.0282)	(0.0057)	0.0808	0.0023	(0.0603)	(0.0318)	(0.0443)

The royalty payment income from the three-month period ended June 30, 2017 through to the three-month period ended March 31, 2019, has increased due to the royalty earned on new investments as well as an increasing royalty due to growth in revenues in some investee companies. The profit of $5,852,776 for the three-month period ended June 30, 2018 includes $5,459,147 for a bargain purchase gain on the reverse acquisition of LOGiQ which was once-off and non-recurring. For the three-month period ended March 31, 2019, results included discontinued operations for the Global Partners business that was sold in April 2019. For the three-month period ended March 31, 2019, there was a loss of $(65,852) attributable to this discontinued operation.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2019, the Company's capital resources were $31,180,898 made up as follows:

85,286,764 common shares	$ 55,262,674
Warrants	486,624
Contributed surplus	1,261,008
Equity component of the convertible debentures	558,831
Accumulated other comprehensive income	70,945
Accumulated Deficit	(26,459,184)

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 investments as of May 16, 2019	Amount yet to be used as of May 16, 2019
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	July 10, 2014	$17,250,000	$15,905,455	$15,905,455	-

unsecured subordinated debentures					
19,828,300 common shares @ $0.58 per share	February 26, 2015	$11,500,414	$10,517,207	$10,517,207	-
17,250,000 common shares @ $0.80 per share	May 7, 2015	$13,800,000	$12,811,549	$12,811,549	-

The Company's cash position at March 31, 2019 was $9,078,815 of which all was available to fund the business and provide growth capital to emerging businesses. All cash was held in short-term, high-quality liquid investments. The Company is satisfied that it has sufficient cash resources to meet all current obligations. The Company's cash position at May 16, 2019 is approximately $9.8 million and for the near future, growth will be financed through Free Cash Flow(1) generated from royalty payment income and capital from royalty buyouts and sale of equity investments.

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

WORKING CAPITAL

Flow Capital's working capital at March 31, 2019 and March 31, 2018 was made up as follows:

	March 31, 2019	March 31, 2018
Cash and cash equivalents	$ 9,078,815	$ 6,909,786
Investments at fair value – current portion	3,165,776	1,124,408
Accounts receivable and accrued income	766,103	-
Prepaid expense and other receivable	870,738	115,402
Income tax recoverable	5,991	428,188
Finance lease asset – current portion	731,113	-
Assets held for sale	11,897,816	-
Accounts payable and accrued expenses	(2,649,088)	(1,197,534)
Deferred income – current portion	(200,000)	-
Prepaid royalty payment and interest income	-	(190,388)
Convertible debentures	(16,601,640)	-
Lease liability – current portion	(1,237,986)	(3,651)
Total	**$ 5,827,638**	**$ 7,186,211**

As of March 31, 2019, the outstanding principal on the Series A convertible debentures ("Series A debentures") was $16,971,000 and the remaining term to maturity was nine months. At the same date, the Company's liquid assets were approximately $26,500,000. Management has a plan in place to manage the maturity of the Series A debentures that involves using the Company's existing liquid assets and augmenting the cash-on-hand with cash returned from expected royalty buyouts in the forthcoming months.

A summary of the contractual and other obligations as at March 31, 2019 were:

Contractual obligation	Total	Less than 1 year	1-5 years	5 years
Accounts payable and accrued liabilities	$ 2,649,088	$ 2,649,088	$ -	$ -
Convertible debenture	20,537,713	16,601,640	3,936,073	-
Finance lease liability	3,790,585	1,237,986	2,552,599	-
Total	**$ 26,977,386**	**$ 20,488,714**	**$ 6,488,672**	**$ -**

FINANCIAL INSTRUMENTS

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

As at March 31, 2019, the maximum credit exposure for all financial assets excluding cash and cash equivalents and equity securities in investee companies was $20,883,611 (December 31, 2018: $22,272,930). The Company has foreign currency exposures to United States dollars. The transaction exposure will be minimized by converting all foreign currency to Canadian dollars or using the funds for investments made in the United States. The Company is aware that a translation exposure exists and will continue to monitor the impact on its reported results and take the required hedging action when management considers it necessary. The foreign exchange exposure at March 31, 2019 was US$13,755,864.

Since January 1, 2015, the Company classified and measured subsequently all financial assets at fair value through profit and loss. The fair value of investments at fair value excluding equity securities in investee companies, were estimated by the Company by discounting expected future cash flows using a discount rate that includes a weighted average cost of capital using variables from the industry in which each investee company operates and company specific risk factors. Future cash flows are weighted by the Company by using a combination of a probability approach and a terminal value approach, and the fair value for each investment is individually calculated by discounting estimated future cash flows using a discount rate that considers the size of the investee, term, credit risk and changes in market conditions. The impact of the measurement of the royalty agreements acquired and promissory notes receivable that was recognized in the total comprehensive income (loss) for the three months ended March 31, 2019 were $2,574,883 from adjustments to fair value and $(3,947,861) for realized losses for investments written-off. Aggregating these amounts means a loss was recorded in total comprehensive income (loss) for the three months ended March 31, 2019 of $(1,372,978).

The Company holds 6,793,600, 70,684, 14,455,000, 4,000,000 and 1,871,358 common shares in Lattice Biologics Inc. (Lattice"), Boardwalktech, Inner Spirit, Medical Imaging and Crimson Energy, respectively. As the common shares of Lattice, Boardwalktech and Inner Spirit are listed on a recognized stock exchange and traded actively, the fair value of the shares held was determined by reference to the closing share price as at March 31, 2019. Based on the closing price at March 31, 2019, there was an unrealized gain of $3,057,179 recorded in total comprehensive income (loss) for the three-month period ended March 31, 2019 for the fair value adjustment which was somewhat offset by a realized loss of $(899,224) on the sale of Lattice shares during the quarter. As of March 31, 2019, the Company held 190,000, 319,540 and 90,152 warrants in DionyMed, Boardwalktech and Stability that were classified as Level 3 for fair value purposes as the warrants are not quoted on any recognized stock exchange. Similarly, the shares in Medical Imaging are on the OTC but are not actively traded and therefore the shares are classified as Level 3 for fair value purposes.

Cash and cash equivalents are classified as subsequently measured at fair value through profit or loss. All cash and cash equivalents were invested in short-term high-quality liquid investments. In the opinion of management these measures ensure that the Company is not exposed to material credit or liquidity risks on these cash and cash equivalent balances. The convertible debentures balances at March 31, 2019 and December 31, 2018 was based on the listed price of the security at that date less a calculated price for the convertible option using a Black-Scholes model.

The Company does not hold any financial derivatives at March 31, 2019 or at any time during the three-month period ended March 31, 2019, either for hedging or speculative purposes.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2019, Flow Capital had no commitments for material capital expenditures and no off-balance sheet arrangements.

As at March 31, 2019, the only material contractual obligations were the convertible debentures (see Liquidity and Capital Resources).

Note 23 of the financial statements for the three months ended March 31, 2019, describe the contingent liabilities of the Company. The first contingent liability relates to litigation for a claim of $5,000,000 where one of the Company's subsidiaries is a co-defendant. The Company will continue to defend against the claim. The amount of the losses, if any, cannot be reasonably determined at this time. The same contingent liability relates to an indemnity under a share purchase agreement dated March 11, 2016 (the "SPA") with Brant Securities Limited ("Brant") for the sale of a wholly owned subsidiary. Under the SPA, the Company agreed to indemnify Brant in respect of certain claims, limited to a maximum amount of $300,000. The Company believe that no payment will be required because of terms in other agreements made with Brant. The third contingent liability is in January 2019, the Company was served with a statement of claim on behalf of a former employee of Front Street Capital 2004. The claim is for damages and wrongful dismissal and it relates back to the period prior to December 2016. On January 31, 2019, the Company have filed a Notice of Intent to Defend. This claim is over two years and as a result the amount of the losses, if any, cannot be reasonably determined at this time.

TRANSACTIONS BETWEEN RELATED PARTIES

Compensation of key management personnel

	Three months ended March 31, 2019	Three months ended March 31, 2018
Short-term employee benefits	$ 207,452	$ 161,669
Share-based compensation	40,154	25,458
Consultancy fees	86,149	69,792
Total	**$ 333,755**	**$ 256,919**

During the three months ended March 31, 2018, an employee who was included in key management personnel in previous reporting periods ceased to be an employee of the Company. The Company has recognized an expense of $362,500 in respect of the termination of the employment agreement.

On April 23, 2018, the Company announced that Steven Parry resigned as a director of the Company and will assume an advisory role to the Company. In accordance with the terms of Mr. Parry's employment agreement, Mr. Parry is entitled to the sum of $343,750.

INTERNAL CONTROL OVER FINANCIAL REPORTING

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

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgements 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 determining the fair values of substantially all identifiable assets, liabilities and contingent liabilities acquired in a business combination, the cash flows for royalty agreements acquired throughout the agreement including the probability of each stream of cash flows, estimates used for components of the discount rate which are used for measuring fair values, share-based payments, deferred income tax assets and before January 1, 2015 impairment of financial assets.

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgement and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of contingent consideration, if applicable. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, the Company determines the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the earnings multiplier applied.

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

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

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

RECENT ACCOUNTING DEVELOPMENTS

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

The Company has initially applied *IFRS 16 Leases* ("**IFRS 16**") from January 1, 2019 ("Initial Application") which replaces IAS 17 *Leases* and related interpretations. IFRS 16 establishes a single, on-balance sheet accounting model for leases. As a result, the Company, as a lessee, has recognized a right-of-use asset representing its rights to use the underlying assets and a lease liability representing its obligation to make lease payments. The right-of-use asset, where it relates to an operating lease, has been presented net of accumulated amortization and is disclosed under property and equipment, and for the finance lease, the right-of-use asset is shown as finance lease asset. The lease liability has been disclosed as a separate line item, allocated between current and non-current liabilities. The Company has adopted IFRS 16 using the modified retrospective approach with the effect of initially applying this standard at the date of Initial Application. Accordingly, this election means that the comparative information has not been restated and the disclosure requirements in IFRS 16 have not generally been applied to comparative information. Following a review of the Company's leases, a $29,505 adjustment is required to the accumulated deficit as at the date of Initial Application.

OUTSTANDING SHARES

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, and no other classes of shares. As of May 16, 2019, there were issued and outstanding: (a) 84,760,764 Common Shares; (b) 6,561,459 options under the company's stock option plan to acquire common shares, at a weighted average exercise price of $0.3454; (c) convertible debentures at an average conversion price of $2.00 (or a conversion rate of 498.8 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 11,084,910 common shares; and (d) 5,032,689 warrants to acquire 5,032,689 common shares at an exercise price of $0.22.

RISK FACTORS

An investment in the Company's securities should only be considered by those investors who can afford a total loss of their investment. The risks presented below should not be considered as exhaustive and may not represent all the risks that the Company may face. Additional risks and uncertainties not presently known to the Company or that the

Company currently considers immaterial may also impair the Company's business operations. If any of the risks described below or in the Company's other public filings occur (including the risks discussed in the joint management information circular of the Company dated May 2, 2018), the Company's business, financial condition, results of operation or prospects could be materially adversely affected and the Company's ability to satisfy its obligations, pay dividends or continue as a going concern could be threatened.

Dependence on the Performance of Investee Companies

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

Limited Number of Investee Companies and Concentration Risk

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

Limited Control Over Investee Company Management

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

Risk of Payment Defaults under Royalty Agreements

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

Equity Risk

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

Regulatory Risks Relating to U.S. Cannabis Investment

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

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

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

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

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

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

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

The Company may be subject to heightened scrutiny by Canadian authorities

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

On February 8, 2018, following discussions with the Canadian Securities Administrators ("**CSA**") and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("**MOU**") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSXV. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers.

As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of our Common Shares to make and settle trades. In particular, our Common Shares would become highly illiquid as, until an alternative was implemented, investors would have no ability to effect a trade of our Common Shares through the facilities of a stock exchange.

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

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

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

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

The Company's royalty investment in DionyMed is subject to applicable anti-money laundering laws and regulations

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

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

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

Volatility of Share Price

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

Financing Risks

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

Outstanding Debt

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

Dilution

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

Early Stage of Development

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

Ability to Negotiate Additional Royalty Purchases

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

Ability to Manage Future Growth

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

Exercise of Buyout Option

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

Risks Facing Investee Companies

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

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

Impact of Regulation and Regulatory Changes

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

Foreign Account Tax Compliance

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

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

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

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

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

Tax Matters

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

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

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

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

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

PFIC Status for U.S. Investors

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

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

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

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

Competition from Other Investment Companies

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

Impact of Quarterly and Annual Financial Reporting

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

Payment of Dividends

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

Currency Fluctuations

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

Reliance on Key Personnel

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

Conflicts of Interest

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

Effect of General Economic and Political Conditions

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

Sale of Common Shares by Existing Shareholders

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

Legal Proceedings

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

Analyst Reports

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

Accounting Policies and Methods

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

APPROVAL

The Board of Directors of the Company approved this MD&A on May 16, 2019.

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 adjustments to fair value, unrealized foreign exchange differences on royalty agreements acquired, realized losses from investments written-off and sale of equity securities and share-based payment expense as long term unrealized gains and losses and therefore included as an adjustment when determining Adjusted EBITDA. Adding back these adjustments allows management to assess EBITDA from ongoing operations. The following table reconciles EBITDA measures to IFRS measures reported in the consolidated statements of comprehensive income (loss) for the periods ended as indicated:

	Three months ended March 31, 2019	**Three months ended March 31, 2019**
Profit before income taxes	**$ 430,209**	**$ 195,934**
Loss from discontinued operations before income taxes	(65,852)	-
Depreciation – continuing operations	39,607	24,812
Amortization – discontinued operations	407,485	-
Financing expense	656,053	443,869
EBITDA (EBITDA Loss)	**1,467,502**	**664,615**
Adjustments:		
Unrealized foreign exchange (gain)/loss	302,307	(384,681)
Adjustments to fair value	(5,632,062)	(227,474)
Realized loss from investments written-off	3,947,861	-
Realized loss from sale of equity securities	899,224	-
Share-based payment expense	54,586	63,336
Adjusted EBITDA	**$ 1,039,418**	**$ 115,796**

Free Cash Flow refers to the amount of cash generated from operating activities that is available to the Company. "Free Cash Flow" is calculated by deducting from net cash flows generated by or used for operating activities as presented in the consolidated statements of cash flows, the interest amount in financing expense, the movement in income tax payable during the period, adjusting for new investments, redemptions and royalty buyouts for investments at fair value and proceeds and realized gains from sale of equity investments. The following table reconciles the Free Cash Flow measure to IFRS measures reported in the audited consolidated financial statements:

	Three months ended March 31, 2019	Three months ended March 31, 2018
Net cash generated by (used in) operating activities	**$ 939,602**	**$ (596,107)**
Investments at fair value – new investments	-	950,000
Investments at fair value – royalty buyouts	-	(125,000)
Investments at fair value – redemptions	-	(18.368)
Investments at fair value – proceeds from sale of equity investments	(124,865)	-
Debenture interest paid	(1,355)	-
Interest payable – movement in period	(428,075)	(345,000)
Income tax recovery – movement in period	(9,246)	-
Income tax recoverable / payable - movement in period	(73,799)	1,601
Free Cash Flow	**$ 302,262**	**$ (132,874)**

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

Cash returned from royalty payments and royalty buyouts represents the actual cash received under all royalty agreements, promissory notes and equity investments through royalty payment income, interest income on the promissory notes, realized gains on royalty buyouts, principal payments and redemptions on the promissory notes, capital returned from royalty buyouts and buydowns and capital returned from the sale of equity investments. The following table reconciles the cash returned from royalty payments and royalty buyouts as of March 31, 2019 and March 31, 2018 respectively to IFRS measures reported in the financial statements for the periods:

Description	**Total cash returned from royalty payments and royalty buyouts since inception**	**Three months ended March 31, 2019**	**Year ended December 31, 2018**	**Since inception to the year ended December 31, 2017**
Royalty payment income	29,204,447	1,373,217	4,349,157	23,482,073
Interest income on promissory notes and loans	1,065,026	154,616	238,037	672,373
Realized gain on royalty buyouts	8,363,333	5,388	807,846	7,550,099
Principal payments on promissory notes	324,238	-	-	324,238
Redemptions on promissory notes	2,735,296	-	1,524,920	1,210,376
Capital returned from royalty buyouts	11,537,709	-	778,115	10,759,594
Capital returned from royalty buydowns and recovery	1,694,346	-	94,588	1,599,758
Proceeds received on sale of shares	315,538	124,866	190,672	-
Royalty and interest added and recognized in investment balance	(292,838)	-	-	(292,838)
Recovery from investment written-off	50,000	-	-	50,000
Foreign exchange realized gains on royalty buyouts	710,139	-	-	710,139
Royalty earned and converted to equity	(205,000)	-	-	-
Accounts receivable written-off	(1,536,069)	-	-	-
Accounts receivable balance	(365,210)	-	-	-
Prepaid royalty payment and interest income	-	-	(251,872)	251,872
Fair value of accounts receivable written down	(502,080)	-	-	-
Total	**53,098,875**			

Description	Total cash returned from royalty payments and royalty buyouts since inception	Three months ended March 31, 2018	Since inception to the year ended December 31, 2017
Royalty payment income	24,481,593	999,520	23,482,073
Interest income on promissory notes	711,359	38,986	672,373
Realized gain on royalty buyouts	7,675,099	125,000	7,550,099
Principal payments on promissory notes	324,238	-	324,238
Redemptions on promissory notes	1,210,376	-	1,210,376
Capital returned from royalty buyouts	10,884,594	125,000	10,759,594
Capital returned from royalty buydowns	1,568,126	18,368	1,549,758
Recovery of investment written-off	50,000	-	50,000
Royalty and interest added and recognized in investment balance	(292,838)	-	(292,838)
Foreign exchange realized gains and (losses)	710,139	-	710,139
Royalty earned and converted to equity	(205,000)	-	(205,000)
Accounts receivable balance	(95,050)	-	(95,050)
Prepaid royalty payment income and interest income	251,872	-	251,872
Fair value of accounts receivable written down	(1,096,648)	-	(1,096,648)
Accounts receivable written-off	(959,634)	-	(959,634)
Total	**45,218,270**	-	

For the analysis of the amounts shown in the above table from inception to the year ended December 31, 2017 and year ended December 31, 2018, please refer to the MD&A for the three months and year ended December 31, 2018 dated February 11, 2019.