**Torrent Capital Ltd.**
**Management Discussion and Analysis**
**Period ended March 31, 2020**

*This Management's Discussion and Analysis ("MD&A") of Torrent Capital Ltd. ("Torrent" or the "Company") is dated May 14, 2020 and provides an analysis of the financial operating results for the quarters ended March 31, 2020 and March 31, 2019. This MD&A should be read in conjunction with the unaudited condensed interim financial statements and accompanying notes for the period ended March 31, 2020 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim condensed financial statements. This MD&A should also be read in conjunction with the audited annual financial statements and accompanying notes of Torrent Capital Ltd. for the year ended December 31, 2019, which have been prepared in accordance with IFRS for annual financial statements. All amounts are in Canadian dollars unless otherwise specified. The MD&A, financial statements and other information, including news releases and other disclosure items are available on the company's website at www.torrentcapital.ca and on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com under the Company's profile. The common shares of the Company are traded on the TSX Venture Exchange under the symbol "TORR".*

*Except for the historical statements contained herein, this MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, future developments; use of funds; and the business and operations of the Issuer. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", "projections" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".*

*Forward-looking 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 Torrent to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic and competitive, risks relating to investment decisions; investee company outlook and performance of the investments; the Company's ability to realize sufficient proceeds from the disposition of investments; market fluctuations; fluctuations in prices of commodities underlying our interests and equity investments; foreign exchange fluctuations; political and economic conditions in countries in which the interests of the Company's portfolio investments are located; delay or failure to receive the Board of Directors, shareholder or regulatory approvals; and the results of continued development, as well as those factors disclosed in Torrent's publicly filed documents. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the Management and Officers of Torrent believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Torrent does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*

## The Company's Change of Business

Torrent Capital Ltd. ("Torrent", or the "Company") previously carried on business involving the acquisition, exploration, and development of properties for the mining of precious and base metals. In early 2017, the Company received final approval from the TSX Venture Exchange ("TSXV") for its Change of Business ("COB") from a Mining Issuer to an Investment Issuer. The Company's focus is upon strategic investments in public and private company securities.

At the February 2, 2017 Annual General and Special Meeting, the Company received overwhelming support for its COB and other matters. In excess of 99% of voting shareholders approved the COB, the name change to Torrent Capital Ltd. and the consolidation of its common shares on a basis of one new common share for every three common shares. The Company filed articles of amendment to effect the name change and the share consolidation and both were in effect when the shares of the Company recommenced trading on February 6, 2017 under the symbol "TORR". All references to the number of common shares have been adjusted retrospectively to reflect the Company's one-for-three share consolidation for the prior periods disclosed in this MD&A.

**Investment Issuer Objective**

Torrent invests primarily in the securities of public and private companies, with the objective of increasing shareholder return. The Company seeks to identify investments by utilizing the experience and expertise of its management team and Board of Directors (the "Board").

*Investment Strategy*
The nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company.

Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of several factors including the performance of financial markets and credit risk.

The following are the guidelines for Torrent's investment strategy:

- The Company will invest in the securities of both public and private companies and may take part in private or public offerings for predetermined royalties, equity positions, debt, convertible or preferred securities.
- Investment arrangements may include a combination of securities including, but not limited to, equity, debt, warrants, preferred shares, bridge financing, collateral, royalty arrangements or other securities as deemed appropriate by the Company's Management and in compliance with the Investment Policy. In certain cases, the Company expects to enter into oversight arrangements as a condition of the investment. Oversight may range from Board of Director appointments, advisory positions, or management consulting positions with the target companies.
- The Company may purchase or sell securities on public exchanges.
- The Company reserves the right to acquire all or part of other businesses or assets of a target company that Management believes will enhance the value for shareholders.
- The Company will be industry agnostic in terms of investment sectors. The Company's investments shall not be required to follow a percentage of industry diversification. The Company's Management and Board will make use of expertise within the Company and invest in industries that Management believes the involvement of the Company's funds and expertise can provide superior returns for shareholders.
- The Company may make investments in extra-ordinary activities, or activities not in the normal course of business, which may include but not be limited to mergers, acquisitions, corporate restructurings, spin-offs, take-overs, bankruptcies or liquidations, public listings, leveraged buyouts or start-ups. The Company may elect to invest in such events, provide financing or purchase securities in exchange for fees, interest, or equity positions.
- The majority of investments are expected to be short to medium term investments, with an expected life of an investment of 6 – 24 months.
- Depending on market conditions, the Company intends to fully invest its available capital, apart from working capital requirements. Any funds not invested at a point in time will be expected to be invested in the near term.
- All investments will be made in compliance with applicable laws in relevant jurisdictions and in compliance with any associated exchange policy.

The Company's Management and the Board may authorize investments outside the guidelines described above if they feel the investment is for the benefit of the Company and its shareholders.

**Investment Portfolio**

Since the Company commenced investment activities late in the first quarter of 2017, the Company has initiated and maintains positions in kneat.com, inc. (TSXV: KSI), WildBrain Ltd. (TSX: WILD) (formerly DHX Media Ltd. (TSX: DHX)), Ruckify Inc., IMV Inc. (TSX:IMV), Resolute Health Corporation, Sona Nanotech Inc. (CSE: SONA) as well as investments in a number of other public and private companies and a Gold Stock Portfolio.

Where a Director or Officer identifies themselves to be in a conflict of interest, they recuse themselves from any and all of the Company's discussions and decisions relating to a potential targeted investment. The Company also participates from time to time in investments associated with the venture capital firm Numus Financial Ltd. and its wholly-owned subsidiary Numus Capital Corp., an Exempt Market Dealer, (together the "Numus Group"). If the Company invests in these associated ventures, there may be financing fees payable to Numus Capital Corp. The Numus Group is jointly owned by the CEO and a Director.

***kneat.com, inc. ("KSI")***
KSI offers its Kneat Gx software platform ("Kneat Gx") for modeling regulated data intensive processes for regulated industries with a focus on the Life Sciences industry (i.e. biotechnology, pharmaceutical and medical device manufacturing). Kneat Gx provides a compliant, digital solution that enables companies in the Life Sciences industry to become efficient and compliant with an automated process that has traditionally been manual, in-efficient and paper-based. KSI possesses a quality management system and is certified to ISO 9001:2015. In addition, it adheres to all applicable Life Sciences regulations such as all current cGMPs, GAMP5, International Conference on Harmonization ICH Q8, Q9 and Q10, EU Annex 11, FDA CFR Title 21 Part 11 governing Electronic Records and Electronic Signatures. Adhering to these regulations and guidelines is a mandatory requirement to supply to this highly regulated market.

There are few competing products for the Kneat Gx software platform and there are sizeable barriers to entry for those looking to compete with the company. Kneat Gx has been in development for close to ten years and built by a team with deep domain knowledge as founders of KSI had worked for well-known Life Science companies in project engineering, software development and research and development. This was the genesis for the Kneat Gx platform, as they recognized the inefficiencies inherent in paper-based validation lifecycle management. In addition, Kneat's target market is dominated by multinational, well-known pharmaceutical, biotech and medical device manufacturers. The sales cycle with these organizations is long and involved given the complexity, social responsibility, and business critical nature of their reporting and manufacturing processes.

Since the initial complete and tested platform rolled out in 2014, Kneat Gx is now used by some of the world's leading Life Sciences companies. KSI appears to be entering a rapid growth phase. KSI's client base is now comprised of seven Tier 1 biotech and pharmaceutical companies. In a short period of time, KSI has signed a total of 11 customers and its presence on manufacturing sites has grown from 15 locations to upwards of 300 locations. KSI is unable to mention their clients by name; however, analysts have speculated that the roster could include the likes of Pfizer, GSK and Johnson and Johnson, among others. For a small market cap software company to be supporting names of this caliber, especially given the business-critical element of the Kneat Gx platform, is a huge vote of confidence for KSI and its software platform. As these underlying relationships become better known in the marketplace, Torrent believes that it will fuel referrals and serve to significantly de-risk Kneat Gx for those companies exploring its adoption.

KSI has an enterprise value of $110 million which is modest in relation to its experienced management team, a growing customer base, limited debt, strong cash position, rapid stage of growth and industry leading technology. We also believe that the company's value proposition is rigid during various economic cycles given the critical nature of its IP and the fact that it is exposed to stable multi-national companies in the Healthcare Sector.

***WildBrain Ltd., (formerly DHX Media Ltd.), ("WILD")***
WILD is a leading children's content and brands company, recognized globally for high-profile programs including Peanuts, Teletubbies and Strawberry Shortcake. WildBrain is one of the world's largest producers of children's shows and owns the world's largest independent library of children's content, with 13,000 half hour of programs. The company's shows are seen in more than 150 countries on over 500 telecasters and streaming platforms. Through its subsidiary, WildBrain Spark, WILD operates one of the largest networks of children's channels on YouTube, with over 145 million subscribers. WILD also licences consumer products and location-based entertainment in every major territory on its properties as well for clients and third-party content partners. Its television group owns and operates four family entertainment channels that are among the most viewed in the family entertainment segment.

WILD has been in restructuring mode for the past two years. The company has lost the confidence of the market after consistently overpromising with guidance, making untimely and expensive acquisitions and accumulating a sizeable debt overhang. The company has been stuck in a "show me" vacuum, as the market wants to see substantial traction in earnings, a moderating debt profile and attractive deals to monetize its assets. This has resulted in a depressed share price and the company has had to finance into this share price weakness. This has been incredibly frustrating given the high-profile content war taking place as large companies like Amazon, Apple and Netflix compete aggressively for streaming material.

The company has been taking steps to restore confidence in the market, improve cashflow and moderate its debt profile. Over the past two years the company has replaced its Chief Executive Officer twice, replaced the Chief Financial Officer and restructured its board. The company has rebranded itself from DHX Media to WildBrain to capitalize on its rapidly growing Subscription Video on Demand ("SVOD") WildBrain Spark division. WILD has moved its focus to a distribution model centered on streaming online instead of the more traditional television distribution model and has split the business into two divisions. WILD has recently announced a SVOD deal with Apple, a distribution deal with Comcast and CBS All Access. These transactions highlight the quality of WILD's catalog and the growth potential of its streaming business.

Torrent believes WILD has made positive adjustments towards a higher margin, higher free cash flow working model with an aggressive debt reduction program. The company continues to trade at a discount to the inherent value of its assets. Upside will potentially come from the monetization of production property or realized value of WildBrain Spark. Furthermore, any indication that earnings have stabilized after a prolonged slump would move the stock higher given severely depressed sentiment.

***Ruckify Inc. ("Ruckify" - Private)***
Ruckify is a peer-to-peer ("P2P") and business-to-consumer ("B2C") online marketplace company based in Ottawa that leverages the diverse set of users and products offered on its platform. By offering a wide range of rental items, spaces and services, the platform can attract many participants and it is anticipated that there will be a high level of customer retention. As the user base grows, Ruckify's profits will also grow as they take a percentage-based fee on all rental transactions, along with offering other fee-based services. Ruckify currently operates in numerous cities across Canada and the United States.

The online marketplace business model has been experiencing unprecedented growth. This expansion has been driven by improved technology and a shift in consumer behaviour. Not long ago, renting a place to stay through an application like Airbnb or shopping from your couch on Amazon was unimaginable. Today, using an e-commerce marketplace is commonplace and this trend is likely to continue as both consumers and vendors enjoy an increased level of convenience, trust, reach and price discovery.

Torrent believes that with this disruptive trend, Ruckify's business model is poised for significant growth. Ruckify's P2P online rental marketplace enables individuals to lend out their excess "stuff" for a profit, while consumers are able to access items that are not in their budget, they do not have room to store and/or are not used often enough to justify a purchase. Ruckify stores also allow individuals and businesses to have a turnkey online rental business where they have their own branding and the functionality of an online business in a one-step process.

Ruckify was founded by Bruce Linton and Steve Cody in early 2017. Mr. Linton is the Founder and former co-CEO of Canopy Growth Corp, a well-respected pioneer in the Cannabis sector. Mr. Cody is a serial-entrepreneur who has built and sold rental companies that have generated revenues in excess of $270 million. Graham Brown is the Chief Technology Officer ("CTO") who has significant experience developing and leading technology rollouts. This includes a CTO position at Corel while it grew to be the largest software company in Canada.

Torrent initiated its position in Ruckify when it had a $7 million equity valuation. Ruckify completed an oversubscribed private equity placement at a $30 million equity valuation during the third quarter of 2019. Torrent believes this valuation is still modest given the disruptive nature of Ruckify's business, the advanced stage of its technology and the team involved and the company's first mover advantage. Ruckify's efforts to scale its business has been bearing fruit and the company is well-positioned to thrive in various economic cycles.

***IMV Inc. ("IMV")***

IMV is a clinical stage biopharmaceutical company founded in 2000 in Dartmouth, Nova Scotia. IMV's mission is to make immunotherapy more effective, more broadly applicable and more widely available to people facing cancer and other serious illnesses.

IMV is pioneering a new class of immunotherapies based on its proprietary drug delivery platform. This patented technology leverages a mechanism of action that does not release the active ingredients at the site of injection but forces an active uptake and delivery of active ingredients into immune cells and lymph nodes. This enables the programming of immune cells in vivo, with the aim of generating powerful new synthetic therapeutic capabilities.

IMV's lead candidate, DPX-Survivac, is a T-cell activating immunotherapy that combines the utility of the platform with a target, surviving a well characterized and tumor associated antigen overexpressed in more than 20 different cancers. IMV is currently assessing DPX-Survivac as a monotherapy in advanced ovarian cancer as well as a combination therapy in multiple clinical studies with Merck KGaA. IMV will be releasing new data from ongoing clinical trials soon. IMV hopes the results will further validate the efficacy of DPX-Survivac by showing that IMV patients see tumor regression and/or demonstrate continued lengthy durability beyond a year.

IMV is hoping to achieve breakthrough status from the U.S. Food & Drug Administration ("FDA") with its DPX-Survivac delivery of T-cell activating therapies. Breakthrough status is when the FDA regulators heed advice from an independent review board and award this designation to therapies for life-threatening diseases. To receive breakthrough status, the drug or therapy must demonstrate, with clinical evidence, that it is superior to other candidates. In the case of IMV, breakthrough status, if granted, would apply to the use of DPX-Survivac's treatment of ovarian cancer and DLBCL, a type of lymphoma. Breakthrough status is not a guarantee of success but rather a vetting process for therapies that deserve a speedy approval process if those therapies continue their success in human trials.

Comparable companies in this sector, such as Kura Oncology, Zymeworks and Idera Pharmaceuticals, have significantly higher equity valuations than IMV. If ongoing clinical trial data continues to show more than 50% of IMV patients are seeing tumor regression and/or demonstrate continued lengthy durability beyond a year, Torrent believes IMV will enter a new phase of development and enjoy a rerating in the sector.

Analyst price targets remain north of $8 per share, which is further confirmation that IMV's share price has yet to catch up to the company's potential.

***Gold Stock Portfolio (four public companies)***
Historically, the principals of Torrent have been actively involved in the commodity sector as both investors and company executives. One thing we have learned through our tenure in the gold sector is that there is a time to take on gold exposure and a time to be avoided. Getting this call right versus wrong can have a significant impact on investment portfolio returns. Clearly, no one can predict the inflection point to the day, but one can begin to identify the foundation of a supportive gold market, which tends to be long term in nature. While we are not too bullish on gold, the highly uncertain economic environment and the underlying fundamentals of the global stock market suggest that an allocation to select gold companies could prove profitable.

The global economy remains saddled with debt and the current expansion has hit a wall. Despite aggressive monetary and fiscal policy by global central banks, real economic growth had been negligible. The hope that various countries could grow themselves out of their precarious debt positions has crashed on the rocks, as even in the US under President Trump, debt levels have continued to trend towards all-time highs. Furthermore, global central banks had kept interest rates at historic lows, with most G7 countries now offering sovereign debt investors a negative return on their money. Investors are essentially paying these countries for the luxury of lending them money - welcome to the upside down. As economic conditions deteriorate, central banks will have to become even more creative to keep their countries solvent. Torrent believes this should lead to renewed interest in gold bullion and related gold investments.

Before the current pandemic, we had been cognizant of the fact that the global equity bull market had shown signs of overheating. Global stocks were in the midst the longest bull market ever recorded, rallying for greater than ten years since the depths of the credit crisis in March 2009. Profit growth had begun to moderate, and equity valuations were close to all time highs. To put things in perspective, the Shiller P/E ratio reached a peak of 30X, which exceeded levels witnessed before the great depression and the crash of 1987. While we by no means expected the pandemic, we did recognize that pressures tend to build when cycles become overextended. An allocation to gold stocks made sense given this view as they typically do well as late cycle plays.

Recent events surrounding the pandemic will only bring more attention to the gold space. Uncertainty surrounding the global economy and financial market is at historic levels. Gold and related investments should shine as investors adapt to the new economic normal. It will be one defined by extreme volatility across asset classes as governments and corporations employ unimaginable policies to restart growth and service record high debt levels.

***Resolute Health Corporation Limited ("Resolute" – Private)***
Resolute Health Corporation Limited ("Resolute") is a private health care provider established by experienced healthcare professionals for patients suffering with snoring and Sleep Disordered Breathing, including Obstructive Sleep Apnea. Headquartered in Halifax, N.S., Resolute currently has over 40 clinics in six Canadian provinces. Resolute is committed to quality patient care and strong relationships with the medical community, responding to the ever-changing needs of the healthcare industry through leading edge technology and dedicated healthcare professionals.

Working together with physicians, Resolute is committed to helping patients improve their health and quality of life with a treatment solution that meets their individual needs, offering life-long support to ensure continued success with management of their sleep apnea. By all indications, the demand for sleep aid solutions is significant and is expected to continue to grow. Morder Intelligence estimates that the Canadian market for respiratory devices was worth over $2 billion in 2014 and is expected to reach over $3 billion by the end of 2019, representing a compound annual growth rate ("CAGR") of more than 11%.

Resolute focuses on proprietary patient practices that maximize the patient experience, promote patient-clinic interaction, and increased recurring revenue streams. Resolute is agile and can act quickly compared to multi-national competitors that do not focus solely on this industry and can be slow to recognize and capitalize on market opportunities.

Resolute's strategy for maximizing efficiencies through organic and acquisitive growth is to implement uniform systems, controls and processes while centralizing the back-office functions to reduce operating costs. In addition, Resolute expects to lower its cost of goods sold by leveraging volume discounts resulting from its increased purchasing power. Resolute is also increasing recurring revenues per patient by building and managing lifetime patient relationships.

Resolute has completed six acquisitions in the past year and a half and now operates in six provinces in Canada. Through these acquisitions and organic growth, annualized revenues have increased by over 60% on an annualized basis as at last quarterly reporting period. Systems, processes, and functions continue to be centralized with reduced costs of goods sold from purchasing power already being realized with major suppliers. Torrent believes that Resolute is an attractive investment given its unique offering in the growing Sleep Apnea segment; and health focused revenue streams tend to be recurring in nature.

***Sona Nanotech ("SONA")***
SONA is a Halifax-based, nanotechnology Life Sciences company that has developed two proprietary methods of manufacturing rod-shaped gold nanoparticles. Its principal business is the research and development of its proprietary technology for use in multiplex diagnostic testing platforms that will improve performance of existing tests in the market. Sona is currently working with GE Life Sciences to complete a rapid respond test to the Covid-19 Coronavirus test.

SONA is the manufacturer of the Gemini and Omni Gold Nanorod ("GNR") product lines. SONA is the world's first company to develop the ability to synthesize high volumes of gold nanorods without the use of the cytotoxin, cetyltrimethylammonium bromide ("CTAB"). GNR products are ideally suited for in-vitro diagnostics test products including lateral flow assays, enzyme-linked immunosorbent assays, flow through assays and lab analyzers.

Sona recently announced a transformative partnership with GE Healthcare Life Sciences to jointly complete test development of the Sona Covid-19 Coronavirus rapid response lateral flow test.

The test will utilize GE Healthcare Life Sciences' FFHP Membrane, which is specifically designed to allow for multiple optimization techniques (potentially allowing the test to become market ready sooner) and fast flow performance (potentially allowing for faster individual test results). Sona will retain all commercial rights to the resulting test.

Development work on Sona's new test to measure the Covid-19 virus is underway in 3 separate labs in Canada, the UK and Germany. The company has an ongoing, open dialogue with regulators to ensure the Sona's test is being developed within the parameters regulators have outlined. This approach will allow Sona to be eligible for FDA review through their Emergency Use Authorization (EUA) pathway and a fast-track to market.

SONA currently has a market cap of $90 million, which Torrent believes is modest compared to its potential. The company has been transformed by the prospects of its Covid-19 lateral flow test, and is on the front lines as the private sector aims to find promising technologies to assist with the current pandemic.

## Selected Financial Information

The following table sets out selected financial information and highlights for the last eight quarters:

| For the quarter ended | Mar 31, 2020 $ | Dec 31, 2019 $ | Sept 30, 2019 $ | June 30, 2019 $ | Mar 31, 2019 $ | Dec 31, 2018 $ | Sept 30, 2018 $ | June 30, 2018 $ |
|---|---|---|---|---|---|---|---|---|
| Realized gain (loss) on Investments | **757,792** | 436,463 | 1,174,926 | (249,884) | **(341,365)** | 380,723 | 3,965,063 | 184,255 |
| Unrealized gain (loss) on marketable securities | **(3,150,985)** | 2,012,161 | 1,013,433 | (561,430) | **1,192,257** | (1,252,716) | 2,281,595 | (245,004) |
| Operating expenses | **153,244** | 367,928 | 141,767 | 172,212 | **145,463** | (696,330) | (103,390) | (121,521) |
| Net income (loss) before taxes | **(2,546,437)** | 2,080,696 | 2,046,592 | (983,526) | **705,429** | (1,568,323) | 6,143,268 | (182,270) |
| Income tax expense (recovery) | **-** | - | - | - | **-** | 85,000 | (85,000) | - |
| Net income (loss) | **(2,546,437)** | 2,080,696 | 2,046,592 | (983,526) | **705,429** | (1,483,323) | 6,058,267 | (182,270) |
| Net (loss) income per share | **(0.11)** | 0.09 | 0.09 | (0.04) | **0.03** | (0.07) | 0.26 | (0.01) |
| Cash | **355,635** | 229,291 | 222,568 | 237,341 | **298,266** | 447,097 | 1,825,328 | 111,446 |
| Investments at fair value | **11,811,590** | 14,449,798 | 12,160,796 | 10,070,976 | **10,931,138** | 10,620,779 | 10,238,345 | 5,802,182 |
| Total assets | **12,200,306** | 14,691,304 | 12,401,331 | 10,336,930 | **11,308,446** | 11,107,637 | 12,078,754 | 5,939,887 |
| Total liabilities | **300,457** | 245,018 | 79,999 | 68,577 | **71,468** | 595,248 | 88,430 | 92,830 |
| Shareholders' Equity | **11,899,849** | 14,446,286 | 12,321,332 | 10,268,353 | **11,236,978** | 10,512,389 | 11,905,324 | 5,847,057 |

## Results of Operations for the quarters ended March 31, 2020 and 2019

The Company reported a net loss for the quarter ended March 31, 2020 of $2,546,437 or $0.11 per share as compared to a net income of $705,429 or $0.03 per share in the comparable quarter. The current quarter's results include an unrealized loss on marketable securities of $3,150,985 as compared to an unrealized gain of $1,192,257 in the comparable quarter. See the "*Unrealized gain/(loss) on Marketable Securities*" section later for details on the significant unrealized gains and losses in the investment portfolio. In the current quarter, the Company realized net gains on its investment portfolio of $757,792 as compared to a realized loss of $341,365 on its investment portfolio in the comparable quarter.

The realized gains/(losses) on investments for the quarters ended March 31, 2020 and 2019 are summarized as follows:

| | Quarter ended March 31, 2020 $ | Quarter ended March 31, 2019 $ |
|---|---|---|
| kneat.com | **619,214** | |
| Sona Nanotech Inc. | **154,043** | |
| Media Valet Inc. | **229,027** | - |
| Aguia Resources Limited | **-** | (463,926) |
| Chesapeake Energy | **-** | (104,030) |
| Trican Well Service | **-** | 137,903 |
| Dividends | **-** | 29,822 |
| Other - net | **(244,489)** | 58,866 |
| | **757,792** | (341,365) |

During the quarters ended March 31, 2020, consulting fees of $114,075 (2019 - $88,013) including CEO fees of $30,000 (2019 - $30,000), CFO fees of $32,025 (2019 - $12,562), services fees paid to Numus of $32,025 (2019 - $15,500) and $33,000 (2019 - $33,000) paid to the Chief Investment Officer. In the current quarter, the Company also incurred Directors' fees of $19,425 (2019 - $19,425) and D&O insurance of $5,943 (2019 – $5,890). In the quarter ended March 31, 2020, the Company incurred professional fees of $8,750 (2019 - $4,500).

In the quarter ended March 31, 2020, the Company incurred stock exchange and maintenance fees of $2,330 (2019 - $3,134). In the current quarter, the Company also incurred administration costs of $6,045 (2019 - $8,144) and a foreign exchange gain of $3,342 (2019 - $2,803).

In December 2018, granted 200,000 stock options, with an exercise price of $0.42 per share. Based on the Black-Scholes model, the assumptions above and a volatility rate of 75%, the estimated fair value of these stock option grants is $51,092 (per option - $0.255), which were amortized over the corresponding one-year vesting period. As a result, stock-based compensation of $19,160 was recorded in the quarter ended March 31, 2019.

**Unrealized gain/(loss) on Marketable Securities**

Acquisitions of investments in marketable securities are initially recognized at fair value plus transaction costs. After initial recognition, all investments are measured at fair value. The determination of fair value for publicly traded securities is based on the trading price at the end of the reporting period as quoted on a recognized securities exchange. For private companies that are not traded on a recognized exchange, no market value is readily available. The private company shares may be valued based on the pricing of a recent arms-length third party financing. Gains and losses arising from changes in the fair value of the investments are presented in the unaudited condensed interim statements of loss and comprehensive loss as a net change in unrealized gains or losses on investments.

The current quarter's income includes an unrealized loss on investments of $3,150,984 or $0.13 per share as compared to an unrealized loss on marketable securities of $1,192,257 or $0.05 per share in the comparable quarter. The Company's investment activity and fair value of the changes in the unrealized gains and losses as at March 31, 2020 and the market value as at December 31, 2019 are summarized as follows:

| | Shares # | Cost of Investment $ | Market Value March 31, 2020 $ | Unrealized Gain / (Loss) Quarter ended March 31, 2020 $ | Market Value Dec. 31, 2019 $ |
|---|---|---|---|---|---|
| kneat.com, inc. | 1,686,443 | 1,613,805 | 3,136,784 | (1,953,665)[(a)] | 5,021,050 |
| WildBrain Ltd. (formerly DHX Media Ltd.) | 2,000,000 | 3,118,993 | 1,800,000 | (1,343,312) | 3,092,900 |
| Ruckify Inc. | 604,976 | 650,000 | 1,742,331 | - | 1,742,331 |
| Sona Nanotech Inc. | 1,335,000 | 348,247 | 1,441,800 | 1,305,690 | 200,000 |
| Gold investment portfolio | | 1,531,285 | 1,211,000 | (225,653) | 963,000 |
| IMV Inc. | 377,900 | 1,656,738 | 929,634 | (529,744) | 1,330,810 |
| Resolute Health Corporation | 300,000 | 570,000 | 570,000 | - | 570,000 |
| Other marketable securities | | 1,263,625 | 980,041 | (404,301) | 1,529,707 |
| | | 10,752,693 | 11,811,590 | (3,150,985) | 14,449,798 |

(a) This results from the reversal of unrealized gains in prior periods.

***Torrent Capital's Net Asset Value ("NAV") fell from $14,446,286 ($0.60 per share) to $11,899,849 ($0.50 per share) during the first quarter of 2020, representing a drop of 16.6%.***

The COVID pandemic is proving to have far reaching social and economic implications, which wreaked havoc on the financial markets in the first quarter of the year. Global economic growth has plummeted with international trade, consumer spending, industrial production and service sectors all hitting a wall. Global growth forecasts fell from plus 3% to 5% for 2020, to a projected decline of 5% to 8% in the matter of days. All asset classes experienced volatility not seen in a generation; with commodities, corporate debt and equities experiencing corrections of historic proportions.

Global share prices were hit hard as valuations corrected from elevated levels, access to capital tightened, earnings forecasts took a nosedive, and the market braced itself for a wave of asset impairments and write downs. During the first quarter, the MSCI World Index fell by 21.1%, the S&P 500 dropped by 19.9% and the TSX60 declined by 21.9%. Small cap stocks in Canada took a disproportionate share, falling 38.5%, as risk appetite declined substantially.

Subsequent to quarter end, share prices have stabilized, with some sectors even regaining much of the losses experienced during the acute stages of the sell off. There is some growing optimism in the market that equities have seen their lows, given massive government stimulus packages supported by an "all-in" mentality, an easing of stay at home orders and the assumption that much of the downside has been priced into the market.

Torrent tends to buy into this general view but would fall more into the "W" shaped recovery crowd. Sure, sentiment has improved considerably and the willingness of central bankers to backstop the global economy and asset values cannot be ignored. That said, economic contractions of this magnitude historically take many months to work their way through the system. We have yet to see the cycle of asset impairment charges run its course and we think we could still see some shockingly bad economic headlines and earnings reports before we are truly out of the woods.

Torrent believes our Investment Fund is well positioned to prosper in the current environment, regardless of how long it takes for the recovery to play out. We have always had a bottom up approach, focusing on those companies that are very well managed, have a rigid value proposition and have the ability to source capital under various market conditions. Furthermore, heightened volatility creates many opportunities to take advantage of dislocations in asset prices. We can also take advantage of a scarcity of risk capital in the market to secure favorable investment terms with early stage companies.

***kneat.com, Inc. ("KSI") – Unrealized loss on the investment, reversing previously recorded unrealized gains of $1,953,665 in the current quarter.***

KSI's share price fell by 34.5%, during the period, compared to the S&P/TSX Small Cap Index, which fell by 38.5%.

Torrent believes that KSI is a prime example of how steep selloffs lead to indiscriminate selling in the small cap space. Logic would suggest that quality companies like KSI would hold up relatively well given its superior prospects, exposure to non-cyclical sectors, roster of top-tier clients and a solid balance sheet. The COVID induced correction proved once again that no small cap stocks are spared when there is a dash for cash in the market. Paradoxically, it is the best companies that are often hit the hardest as investors are in the green with these names and they offer better liquidity for raising cash than other inferior positions.

KSI was one of top performing stocks in Canada before the COVID outbreak. The company was hitting its stride after years of developing the Kneat Gx platform. The platform has been adopted by some of the World's leading Life Sciences companies and KSI was emerging as the go-to software provider for validation lifecycle management.

In the past two years, KSI has signed a total of 11 customers, and its presence on manufacturing sites has grown from 15 locations to 300 locations. Additionally, KSI announced in September that it secured a three-year contract with one of the largest pharmaceutical companies in the world, which further indicates the Kneat Gx platform is gaining traction. KSI is unable to mention its clients by name; however, analysts have speculated that the roster could include Pfizer, GSK and Johnson & Johnson, among others. For a small cap software company to be supporting names of this quality, especially given the business-critical element of the kneat Gx platform, is a huge vote of confidence for KSI and its technology.

Torrent predicts KSI should continue its upward trajectory as confidence re-enters the market. The company has secured a network of top-tier pharmaceutical and biotechnology companies with large worldwide operations. These relationships serve to significantly de-risk the Kneat Gx offering when selling to prospects and they foster a strong growth component given that these outfits may scale the offering across their organizations.

The company's value proposition is rock solid given the exclusivity and business critical nature of its technology. KSI is exposed to companies in non-cyclical businesses with very strong balance sheets. Furthermore, the company remains well funded given the completion of an oversubscribed private placement for $12.7 million in the first quarter at $2.10 per share. The fact that KSI's share price fell far below the private placement price is further indication that the first quarter sell-off was overdone.

***WildBrain. ("WILD"), (formerly – DHX Media Ltd. ("DHX")) – Unrealized loss on the investment of $1,343,312 in the current quarter.***

WildBrain's stock price was down by 41.9% during the first quarter, underperforming the S&P/TSX SmallCap Index, which fell by 38.5%.

The sell-off in the name was largely market related, however, recently announced rules and policy changes by YouTube regarding targeted advertising on children's content put further pressure on the stock. These changes have created uncertainty about revenue forecasts at WildBrain Spark, which has been WILD's fastest growing segment.

There are reasons to believe that YouTube related uncertainty could be short-lived, as the changes arguably result in a more positive and curated environment for kids. Advertisers will continue to recognize that YouTube remains a targeted and cost-effective platform, with WildBrain Spark having superior content. WildBrain Spark's audience rose a healthy 36% year over year ("yoy") to 10 million views in the last reporting period, which highlights that demand remains robust and could be monetized accordingly going forward.

Improving operating numbers have been beating severely depressed estimates, which is a good sign that the company is close to a turn. The company reported its fiscal second quarter 2020 results in this quarter, with $122 million in revenue, exceeding analysts' consensus estimates of $118 million. In addition, WILDS's net leverage ratio fell from 6.1X to 5.1X yoy and it registered positive free cash flow of $13.3 million versus $5.4 million one year ago. After many quarters of disappointment, we are encouraged to see a multitude of metrics trend in the right direction.

We continue to believe that WILD is undervalued in relation to its assets and earnings power. WILD trades at a 2020 EV/EBITDA multiple of 6.7X, a significant discount to the peer group average of 10.1X. This gap should narrow as the market regains confidence in the story and/or WILD looks to divest additional properties.

***Ruckify Inc. ("Ruckify"- Private) – Unrealized gain on the investment of $1,092,331 in the prior year to date.***

Torrent initiated its position in Ruckify last year at an average cost of $1.07 per share. Ruckify closed an additional round of financing in September at $2.88 per share, which generates a substantial unrealized gain on Torrent's investment in 2019.

Ruckify is currently available in 30 cities in the United States and Canada; and has been fine tuning the user experience on the marketplace by working with customers and updating the technology as required. The first phase of Ruckify's rollout involves marketing Ruckify ProStores to existing small-to-mid sized rental companies that do not have an online presence. The value proposition for these companies is compelling, as they can have a turnkey online rental business in one transaction. Just as Shopify provides traditional buy and sell businesses with a full online business platform, Ruckify can provide this for companies with a rental focused business model. When a rental company chooses to use Ruckify ProStores, it immediately has their own branded webpage, product insurance, order flow management, billing, payment processing, client KYC, marketing services and delivery via RuckTrucks. Torrent believes the opportunities here are tremendous.

Moving forward, Ruckify has had to revamp its corporate strategy to adjust to emerging economic uncertainty. The company has reduced its cost profile considerably and shifted its growth strategy to capitalize on changing consumer behavior. Ruckify has often been referred to as the "Airbnb of stuff", and just as Airbnb founds its legs during the 2008 recession, we envision heightened demand for Ruckify's platform as individuals look to source additional income during economic uncertainty. Providing individuals the ability to make and save money through online rentals will be a substantial driver of Ruckify's growth and profitability going forward.

Ruckify currently has a private equity value of $30 million, which is modest given the disruptive nature of Ruckify's business model, the team involved, its technology, high profile shareholders and its first mover advantage. Unlike other private companies, Ruckify has never been inflated by outlandish private equity fund valuations, but rather, has raised money at prices in line with its achievements. Furthermore, Ruckify is run by serial entrepreneurs who have always had a keen eye on cost control and have managed businesses through various economic cycles. We believe that Ruckify's value proposition has never been stronger and the company will find a way to thrive in uncertain times.

***Sona Nanotech Inc. ("SONA") – Unrealized gain on investment of $1,305,690 in the current quarter.***

SONA was up considerably during the period, with its share price jumping from $0.10 to $1.08 at the end of the quarter.

Sona announced a transformative partnership with GE Healthcare Life Sciences to jointly develope a Sona Covid-19 Coronavirus rapid response lateral flow test, resulting in a surging share price. Under the agreement, Sona will retain all commercial rights to the resulting test.

While it is early days and an incredibly dynamic situation, SONA's Covid-19 lateral flow test could prove to offer a unique advantage over similar tests as it detects the presence of the Covid-19 virus. To date, the only competitive lateral flow tests that have been announced are serological assay tests, which are designed to identify IgM and IgG antibodies present post infection. Serological tests are susceptible to producing false positive and false negative results if a patient is suffering from any one of a variety of unrelated infections.

Development work on Sona's new test to measure the Covid-19 virus is underway in three separate labs in Canada, the UK and Germany. The company has an ongoing, open dialogue with regulators to ensure the Sona's test is being developed within the parameters regulators have outlined. This approach should allow Sona to be eligible for FDA review through their Emergency Use Authorisation (EUA) pathway and a fast-track to market.

The company has risen substantially since these developments; comprising an enterprise value of $65 million at quarter end. Even with this jump in value, we believe that the economic potential of SONA's Covid-19 test could prove substantial. With Governments around the globe frantically trying to secure accurate, convenient, and timely Covid-19 tests, SONA should continue to attract a heightened degree of interest in the market if management delivers on its objectives.

***Gold Stock Portfolio (five public companies) – Unrealized loss on investment of $225,653 in the current quarter.***

Even before the COVID pandemic reared its ugly head, we had been selectively increasing our exposure to gold stocks, with a focus on producing names with decent cost profiles, solid grades, and leverage to a rising gold price. Deteriorating macroeconomic factors and a global stock market rally, suggested that an allocation to select gold companies was increasingly prudent.

Recent market events have only bolstered our bullish view. Central banks are initiating massive stimulus measures to save the Global Economy. These programs are being launched when countries are already saddled with record levels of debt. This greatly increases systemic risk in the system and fuels uncertainty in the global currency market. Furthermore, with nominal global interest rates at unthinkably low levels (in some cases negative), gold becomes far more attractive as a crisis hedge versus sovereign debt. Additionally, negative real yields and dovish monetary policies fuel inflation concerns, which attracts additional interest towards the sector as investors look to gold as an inflation hedge.

Due to the significant regional, operational and financing risk inherent with individual gold stocks, we employed a basket approach to express our investment view. We have diversified across four individual companies that are diversified by stage of development, production profile, regional exposure and type of underlying deposit. Torrent believes that each investee company has quality assets, experienced management teams that have created significant shareholder value in the past.

In terms of the producers, we have positions in Roxgold (ROXG:TSX) and Premier Gold Mines (PG:TSX). On the exploration and development side, we bought Antler Gold Inc. (ANTL:TSXV), Azimut Exploration Inc. (AZM:TSXV) and Kuya Silver Corp.

Our positions have yet to add significant value to the portfolio. Although gold bullion prices trended higher during the first quarter, many gold stocks have yet to enjoy investor inflows after years of poor profitability and underperformance. We expect this to change given the current macroeconomic environment and increased volatility in the traditional stock market. Very simply, gold stocks are under owned, so when investors flock to the sector, stocks could potentially move significantly higher.

***IMV Inc. ("IMV") – Unrealized loss on investment of $529,744 in the current quarter.***

IMV's share price fell 34.6% during the first quarter of the year. In the current quarter, IMV announced that the company intends to develop a DPX-based vaccine for COVID-19 in collaboration with well-respected experts. The company looks to leverage its unique proprietary delivery platform against COVID-19. IMV did not provide any details on how advanced the firm is on DPX-Coronavirus formulation development other than to announce that the program exists. Given the lack of details, it is not surprising that the stock did not react significantly to the news. That said, it is worth nothing that IMV does have solid and positive experience with formulating viral antigens, and then generating antigen-specific immune responses with DepoVax formulations.

The most recent example of this was the work published back in 2016 on the respiratory syncytial virus (RSV). Back in 2014, the firm reported solid outcome data in a non-human primate study reported back in 2014 testing a DepoVax formulation of Ebola antigens which had some favorable results. The market may give the COVID related initiative more attention once formulation details are available and additional background on past work becomes better understood.

IMV also announced the closing of a $25 million equity offering with a US-based dealer. It was becoming increasingly clear that IMV would need to source additional capital with cash reserves of approximately $20 million and quarterly operating loses averaging $7 million. Although at-the-market offerings often weight on company share prices, Torrent believes that the facility will reduce financial risk to the company as it funds its DPX development programs and its Covid-19 initiative.

IMV should be a news rich story going forward. We anticipate the following milestones: (1) updated data from the 42-patient Phase II recurrent ovarian cancer trial (2) data from the 25-patient Phase II diffuse large B-cell lymphoma trial, (3) updated data from the 184-patient five-indication Phase II solid tumor trial are expected by mid-F2020 and (4) ongoing updates on its COVID related initiative.

IMV should trend higher as the market digests these news announcements, especially if they continue to suggest that DLBCL represents a plausible survivin-overexpressing cancer form for which it is reasonable to explore DPX-Survivac's efficacy, either as monotherapy as initial DLBCL testing did or in combination with other immunologically active agents including but not limited to Keytruda.

Analysts have an average price target for north of $7 per share, which highlights the potential of IMV's shares if DPX-Survivac test results continue to be positive and the market begins to appreciate its potential.

### Liquidity and Capital Resources

| Year ended | March 31, 2020 $ | December 31, 2019 $ | December 31, 2018 $ |
|---|---|---|---|
| Cash | **355,635** | 229,291 | 447,097 |
| Investments at fair value | **11,811,590** | 14,449,798 | 10,620,779 |
| Total assets | **12,200,306** | 14,691,304 | 11,107,637 |
| Total liabilities | **300,457** | 245,018 | 595,248 |
| Shareholders' Equity | **11,899,849** | 14,446,286 | 10,512,389 |

The Company has working capital as at March 31, 2020 of $11,899,849 (December 31, 2019 – $14,446,286) and a cash balance of $355,635 (December 31, 2019 – $229,291). The Company funds its operations through equity financings and the proceeds on sale of its investments.

During the quarter ended March 31, 2020, the Company received proceeds on the sale of investments of $1.9 million and incurred investment acquisition costs of 1.7 million. During the year ended December 31, 2019, the Company acquired investments of $8.7 million including a net investment in kneat.com of $1.1 million, a net investment in DHX of $0.1 million, the initial investment in IMV Inc. of $1.5 million, an initial investment in Ruckify Inc. of $0.65 million, an initial investment in Resolute Health of $0.6 million and net investments in its gold portfolio of $1.1 million. The Company received net proceeds from the sale of investments of $9.4 million including $2.0 million on the sale of MTLO, $1.1 million on the sale of its investment in Pivot Technologies Solutions, and $1.4 million of net proceeds on the sale of Trican Well Services Limited.

The Company has sufficient capital resources to meet its working capital obligations. The Company may need to secure additional capital and may raise additional funds should its Board deem it advisable to execute its strategic plan including the implementation and expansion of its investment strategy. While Management and the Board have been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future. The timing and ability of the Company to raise additional funds will also depend on the liquidity of the financial markets.

### Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. As at March 31, 2020 and May 14, 2020, the Company has 23,981,667 common shares issued and outstanding and 825,000 stock options outstanding.

## Transactions with Related Parties

During the periods ended March 31, 2020, the Company entered the following transactions with related parties:

- paid Director fees of $19,425 (2019 - $19,425) to Directors or companies controlled by Directors.
- paid fees to its President and CEO, Wade Dawe in the amount of $30,000 (2018 - $30,000).
- paid fees to its CFO, Rob Randall in the amount of $32,025 (2018 - $13,613).
- paid fees to its Chief Investment Officer, Scott Gardner in the amount of $34,500 (2018 - $33,000).
- paid service- fees, rent and other fees of $22,650 (2018 - $16,500) to Numus Financial, a company owned by two Directors.

The above noted transactions are in the normal course of business and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

## Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

## Critical Accounting Estimates

The preparation of the unaudited condensed interim financial statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The impacts of such estimates are pervasive throughout the unaudited condensed interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Critical accounting estimates used in the preparation of the unaudited condensed interim financial statements that have the most significant effect on the amounts recognized in the unaudited condensed interim financial statements include the estimates outlined below.

*Share-based compensation*
The Company uses a Black-Scholes model to determine the fair value of options and warrants. The main factor affecting the estimates of stock-based compensation is the stock price volatility used. The Company uses historical price data and comparable entities in the estimate of future volatilities. Additional factors affecting share-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing of the exercise of options is out of the Company's control and will depend upon a variety of factors, including the market value of the Company's shares and the financial objectives of the share-based instrument holders.

*Determination of fair value of investments in private companies*
The method used by the Company to estimate the value of its equity investments in private companies is complex as there is no active trading market and any transfer is often subject to approval of the Company Directors. The valuation considers factors such as limited available market information, recent financings, future disclosed and/or planned listing activities, Management's assumptions of expected cash flows related to the investments.

All the Company's significant accounting policies and estimates are included in note 2 to the December 31, 2019 audited financial statements of Torrent Capital Ltd.

**Risk Factors**

The Company's business as an Investment Issuer is subject to several significant risk factors, and an investment in the Corporation will involve a high degree of risk. Investors should carefully consider each of such risks and all the information in this MD&A before investing in the Corporation. The risks consist of:

*Limited Operating History as an Investment Issuer* **-** The Corporation has only a short-term record of operating as an Investment Issuer. As such, with the completed Change of Business, the Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Corporation will not achieve its financial objectives as estimated by Management. Furthermore, past successes of Management or the Board in other ventures do not guarantee future success.

*Risks of Competition* **-** The Corporation will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Corporation's opportunities to acquire interests in investments that are attractive to the Corporation. The Corporation may invest otherwise than following its Investment Policy and strategy to meet its investment objectives. If the Corporation is required to invest other than following its Investment Policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

*Risks of Fluctuations in the Value of the Corporation and the Common Shares* **-** The net asset value of the Corporation and market value of the common shares will fluctuate with changes in the market value of the Corporation's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Corporation's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Corporation. There can be no assurance that shareholders will realize any gains from their investment in the Corporation and they may lose their entire investment.

*Due Diligence* **-** The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

*Risks of Investment in Illiquid Securities* **-** There is a possibility that the Corporation will be unable to dispose of illiquid securities held in its portfolio. If the Corporation is unable to dispose of some or all its investments at the appropriate time, a return on such investment may not be realized.

*Loss of Investment Risk* **-** An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider an investment in the Corporation.

*No Guaranteed Return Risk* **-** There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term.

*Dividends* **-** To date, the Corporation has not paid dividends on any of its common shares and the Corporation is not required to pay any dividends on its Common Shares in the foreseeable future. Any decision to pay dividends will be made based on the Corporation's earnings, financial requirements and other conditions.

*Currency Risk* **-** Some of the Corporation's assets may be invested in foreign securities. Consequently, the Canadian dollar equivalent of the Corporation's net denominated assets and dividends would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar.

*Commodity Risk* **-** The Corporation may invest in sectors that are very sensitive to the fluctuations of commodity prices.

*Foreign Investment Risks* **-** Foreign investments made by the Corporation may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks.

*Equity Market Risk* **-** The price of the equity securities in which the Corporation may invest are influenced by the issuing corporation's outlook, market activity and regional, national and international economic conditions. When the economy is expanding, the outlook for many corporations is equally promising, and the value of their equity securities should rise in agreement. The opposite is also true. Typically, the greater the potential reward, the greater the potential risk. For small corporations and corporations in the emerging sectors the risk and reward ratio is usually greater. Equity-related securities, which give indirect exposure to the equity value of a corporation, such as warrants and convertible securities, can also be affected by this equity risk.

*Market Disruption Risks* **-** War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation and the value of the securities in its investment portfolio.

*Private Corporation Risks* **-** Investments in private corporations cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair the Corporation's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private corporations may offer high potential returns but will also be subject to a relatively high degree of risk. The process of valuing investments in private corporations will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments.

*Risk of Dilution from Possible Future Offerings* **-** The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

*Financing Risks* **-** Additional funding may be required to complete future investment and growth opportunities. There is no assurance that any such funds will be available to the Company, on acceptable terms or an acceptable level. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its investment portfolio.

*Dependence upon key Management* **-** The Corporation will depend on the business and technical expertise of its Management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance polices on any members of its Management or Directors.

*Covid 19 Pandemic* - The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods.

**Management's Responsibility for Financial Information**

This MD&A and the accompanying unaudited condensed interim financial statements of Torrent Capital Ltd. are the responsibility of Management and have been approved by the Board of Directors. The unaudited condensed interim financial statements have been prepared by Management in accordance with IFRS. The unaudited condensed interim financial statements include certain amounts and assumptions that are based on Management's best estimates and have been derived with careful judgment. Management has established these amounts in a reasonable manner, in order to ensure that the unaudited condensed interim financial statements are presented fairly in all material respects.

**Disclosure and Internal Financial Controls**

Management has established processes, which are in place to provide them sufficient knowledge to support Management representations that they have exercised reasonable diligence that:

(i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and
(ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying Officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying Officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying Officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

**Additional Information**

Additional information is available on the Company's website at www.torrentcapital.ca and the SEDAR website www.sedar.com.