

August 20, 2026

**Flow Capital Corp.
Management's Discussion and Analysis
For the Three and Six Months Ended June 30, 2026**

This management's discussion and analysis ("MD&A") of the financial condition and results of operation of Flow Capital Corp. ("Flow", "Flow Capital", or the "Company") should be read in conjunction with Flow's unaudited consolidated financial statements and notes thereto as at and for the three and six months ended June 30, 2026.

Except as otherwise indicated (see "Non-IFRS Financial Measures"), all financial data in this MD&A has been prepared, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

All dollar amounts in this MD&A are reported in Canadian dollars.

Some of the risks, uncertainties and other factors which could cause results to differ materially from those expressed in this MD&A include, but are not limited to: the nature of the Company's investments; the concentration of its investments in certain industries and sectors; the Company's dependence on its management team; risks affecting the Company's investments; Global, political and economic conditions; issuer-specific events that affect a Company's market value; and other risks and factors discussed elsewhere in this MD&A under the heading "Risk Factors". These risk factors are unpredictable and outside the Company's control and may affect the future value of the Company's investment portfolio as well as the prices at which investments may be disposed of. Adverse changes in these conditions would negatively impact the Company's ability to remain in compliance with its contractual obligations and generate working capital to fund its ongoing requirements.

Non-IFRS Measures

This MD&A includes certain measures which have not been prepared in accordance with IFRS Accounting Standards such as free cash flow available to shareholders ("FCF") and book value per share ("BVPS"). Free cash flow available to shareholders refers to loan interest income less loan amortization income, salaries, benefits and staffing costs, professional fees, office and general administrative and financing expenses. We believe that FCF is useful supplemental information as it provides an indication of the uncommitted cash flow that is available to shareholders if we do not repay any debts. While we could use the FCF to pay dividends or repurchase shares, our objective is to use the majority of our FCF to invest in new investments which meet our hurdle rate and contribute to the continued growth of the business.

FCF is not a recognized measure under IFRS Accounting Standards and may not be comparable to similar financial measures disclosed by other issuers. Accordingly, readers are cautioned that FCF should not be construed as an alternative to net cash flows from operating activities. See "Results of Operations — Free cash flow available to shareholders" for a reconciliation of FCF to loan interest income.

About Flow Capital

Flow Capital provides growth capital primarily to digital businesses with strong management teams, compelling unit economics, rapid growth and high levels of recurring revenue. One of Flow's primary products is venture debt. Venture debt is a form of capital provided to high growth companies, that enables them to finance their growth and avoid the dilutive effect of an equity issue, while also avoiding personal guarantees and restrictive covenants usually associated with traditional lenders, such as banks. Generally, companies that use venture debt are private and have venture capital backers. They may be profitable or near profitable but choose to delay substantial near-term profitability to maximize growth and thus long-term profitability.

Venture debt is an established asset class that is widely used by high-growth borrowers and has seen increasing adoption by retail and institutional investors seeking to diversify their portfolios with a high yielding asset class that is not correlated with the public bond and equity markets. Flow Capital's loans are often structured with warrants, options, and success fees in addition to interest payments.

Flow finances companies in Canada, the U.S., and the U.K. Flow Capital's typical borrower is a profitable or near-profitable technology, or technology enabled Company, experiencing rapid expansion, and requiring immediate capital to continue its growth.

Flow generally provides borrowers with funding of \$2 to \$8 million. Flow will invest up to \$10 million in a borrower which can be delivered up front or in a series of tranches, with each tranche subject to additional due diligence and strong borrower performance.

Each investment Flow makes will be structured differently and have conditions particular to the borrower and Flow Capital's assessment of the risk associated with the borrower. However, the general terms of Flow Capital's loans include the following: senior secured/first lien, a two to four year term, cash interest payments, and including warrants, a success fee, or an exit fee.

Flow's loans generate immediate stable and predictable returns, since they pay immediate cash interest at a set rate which exceeds Flow's cost of capital. This creates stable and predictable positive free cash flow for Flow after operating expenses and interest payments on debentures and other debt. This positive free cash flow can be invested in additional loans or used toward other corporate initiatives which build shareholder value.

Flow's loans also generate long term returns via the warrant, and success fees associated with each loan. While these returns can be substantial, unlike cash interest, the conversion of these elements into cash is long term and unpredictable. Therefore, Flow manages its business based on the recurring revenue it earns from the immediate cash interest payments on its loan portfolio.

Lastly, Flow is opportunistically identifying and acquiring equity investments that offer the potential for outsized, idiosyncratic returns. These investments include positions in underfollowed publicly listed growth companies where Flow believes company-specific catalysts, valuation dislocations, or other unique circumstances create asymmetric upside opportunities. Flow is also investing selectively in private, early-stage, high-growth companies where it believes there is significant long-term value creation potential.

These equity investments are intended to complement, rather than replace, Flow's core lending strategy. Unlike the immediate and predictable cash interest generated by Flow's loan portfolio, returns from equity investments may be more volatile, take longer to realize, and depend on future liquidity events or changes in market valuation. Accordingly, Flow evaluates and sizes these investments selectively, with the objective of enhancing long-term shareholder value while preserving the stability and predictability of the recurring cash flows generated by its lending business.

Flow aims to grow its business each year and will fund its investments through a combination of bank debt, the sale of debentures to individual and institutional investors, and the reinvestment of its free cash flow available to shareholders into new investments. Given the attractive interest rate the Company can charge on its loans plus the potential returns from warrants and success fees, the Company expects that FCF per share and book value per share to continue to grow on a long-term basis.

As with any portfolio of loans in a high return asset class, there is expected to be occasional credit losses on certain loans. To account for these potential losses, Flow Capital presents its loans receivable, at amortized cost, net of expected credit losses. However, it is the Company's expectation that any individual loan losses should be more than offset by gains from its equity, warrant, and success fee portfolio, such that Flow should deliver a superior overall portfolio return in the long run.

In addition, management believes that as the business grows, operating expenses as a percentage of assets under management should decline and the Company should achieve a lower cost of debt, both trends increasing the profitability of its operations which reinforce the growth of FCF per share and book value per share.

Overall Performance for the Three Months Ended June 30, 2026

Three months ended June 30, 2026, compared to three months ended June 30, 2025:

- 30.0% increase in loan interest and royalty income to \$4.2 million from \$3.2 million
- 88.0% increase in free cash flow to \$1.7 million from \$884,129
- 96.0% increase in free cash flow per share to \$0.057 from \$0.029
- \$1.0 million in prepayment and associated fees received in the quarter, 14.1% increase in BVPS to \$1.341 from \$1.175

Six Months ended June 30, 2026, Compared to Six Months Ended June 30, 2025

- 26.0% increase in loan interest and royalty income to \$7.7 million from \$6.1 million
- 47.0% increase in free cash flow to \$2.5 million from \$1.7 million
- 53.0% increase in free cash flow per share to \$0.087 from \$0.057

Summary of Factors Affecting our Performance

We believe that the growth and future success of our business depends on many factors, including those described below. While each of these factors presents significant opportunities for our business, they also pose important challenges, which are discussed below and in the "Risk Factors" section of this MD&A.

Loan origination and marketing team

Our ability to achieve significant growth in future revenue will largely depend upon the effectiveness of our loan origination and marketing team efforts and success in identifying new loan clients and pricing those loans properly in partnership with our credit analysis team. We continue to evolve our loan origination and marketing team to widen their reach and to embrace new tools made available from artificial intelligence. The goal is to increase the number of new investments we review and to increase the speed and accuracy of our review of their appropriateness to our lending and investment solutions.

Credit analysis and loan monitoring team

Our ability to achieve and maintain significant profitability will largely depend upon the effectiveness of our credit analysis and loan monitoring teams' ability to complete accurate due diligence investigation into new loans, appropriately structure them, and to monitor active loans to properly price new loans and minimize credit losses. We will continue to evolve our credit analysis and loan monitoring team and embrace new tools made available from artificial intelligence.

Foreign currency

Our functional and presentation currency is the Canadian dollar. A significant amount of the Company's revenue is in U.S. dollars and a significant portion of the Company's assets are denominated in U.S. dollars. Our U.S. dollar revenues and assets are converted from U.S. dollars to Canadian dollars. As a result, our revenues and assets will be adversely impacted by a decrease in the value of the U.S. dollar relative to the Canadian dollar. See the "Risk Factors" section of this MD&A for a discussion on exchange rate fluctuations and their potential negative effect on our results of operations.

Key Components of Results of Operations

Revenue

Flow's operations generate two sources of revenue from its financial assets: loan interest and royalty revenue.

Loan interest income is largely cash revenue that is contracted by the terms of our loans which also includes interest, prepayment, and other fees and is therefore mostly recurring and predictable. The non-cash component consists primarily of revenue that is amortized over the life of each loan, including set-up fees, exit fees, the accrual of payment-in-kind interest, and amounts attributable to warrants or other equity-linked instruments received as additional consideration for the loan advance.

In the three months ended June 30, 2026, the non-cash element of loan interest income was \$510,686 of the \$4.2 million in total revenue. Flow calculates FCF to present its results on a cash only basis. Loan interest income includes \$1.0 million received on early repayment of two loan investments.

Financial royalty income is from a single legacy royalty investment. The revenue from this royalty investment represents approximately 3.4% of the total revenues. Flow does not intend to make any future royalty investments.

Operating Expenses

Our operating expenses are:

- Salaries, benefits and staffing costs. These costs are the salaries, cash bonuses, and benefits expenses for our employees and directors.
- Share-based compensation. These non-cash costs are comprised of the value of stock options and performance share units granted to employees and directors expensed over the vesting period of the options and units.
- Professional fees. These fees consist of professional fees, listing and filing fees, AGM expenses, legal fees, and consulting fees.
- Office and general administrative. Office and general administrative expenses are comprised of marketing expenses, membership and subscriptions, business fees and licenses, office expenses and supplies, and rent.
- Core operating expenses, comprising of salaries and staffing costs, share-based compensation, professional fees, and general administrative costs represent relatively predictable and controllable operating expenses. The ratio of these combined expenses to total investment assets yields the management expense ratio ("MER"), a key performance indicator tracked by management. While we expect these costs to increase in absolute terms alongside the growth of revenue and investment assets, we expect that they will decrease as a percentage of revenue and total assets.
- Expected credit losses. Expected credit losses ("ECL") is the allocation we have made for expected credit losses. ECL increase when a new loan is issued and its associated ECL is added to the Company's total ECL or when a loan declines in credit quality and management decides to increase the ECL associated with that loan. Conversely, when a loan is paid off in full, the loan's associated ECL is removed, and the Company shows a recovery in ECL. ECL changes are non-cash until such time as a loan matures and an actual credit loss, if any, is recorded and is then reconciled with the ECL carried.
- Financing expense. The interest expense of the Company's bank debt and debentures and the dividends on its preferred shares. With growth in the Company's revenues and assets also leads to an increase to its financial leverage will cause these expenses to continue to increase.

Gains/losses and Other Income Items

- *Gains (losses) from changes in the value of financial assets.* Gains and losses on financial assets is the non-cash change in the fair market value of the loans, warrants, success fees, common shares and preferred shares, and equity related assets that Flow holds. Generally, gains and losses on financial assets are driven by the Company's equity portfolio. Since the equity portfolio is mostly in the warrants and equity of high growth technology companies, the fair market value of Flow's equity portfolio tends to be more volatile than broad market equity indices. Flow generally holds its equity securities, warrants and success-fee interests until an exit or other liquidity event involving the underlying company. Accordingly, changes in the fair value of these assets generally do not result in cash proceeds until such time.
- *Foreign exchange gains and losses.* As at June 30, 2026, \$54.6 million, representing 67.4%, of the Company's assets are denominated in U.S. dollars and approximately \$24.8 million, representing 59.0% of the Company's debt is denominated in U.S. dollars. Therefore, the Company may report material gains and losses in foreign exchange at each reporting period because of changes in the U.S. Canadian dollar exchange rate. However, this is largely a non-cash expense. A foreign exchange gain or loss is only realized upon the maturity or sale of a U.S. denominated asset, or upon the repayment of U.S. denominated debt.

Results of Operations

The following table outlines our consolidated statements of comprehensive income (loss) for the three and six months ended June 30, 2026 and June 30, 2025.

	Three months ended June 30, 2026	Three months ended June 30, 2025	Six months ended June 30, 2026	Six months ended June 30, 2025
Results of Operations (Unaudited)				
Loan interest income	\$ 4,086,646	\$ 3,194,899	\$ 7,415,453	\$ 5,823,398
Financial royalty income	145,391	49,334	333,827	324,976
	\$ 4,232,037	\$ 3,244,233	\$ 7,749,280	\$ 6,148,374
Fair value gains/(losses) from changes in the value of financial assets	(660,072)	(1,927,430)	(1,056,025)	(2,018,000)
Total revenue and net investment gains/(losses)	\$ 3,571,965	\$ 1,316,803	\$ 6,693,255	\$ 4,130,374
Expected credit losses (recovery)	38,359	716,150	422,888	674,914
Financing expense	993,254	903,834	2,049,067	1,724,072
Salaries, benefits and staffing costs	647,257	725,664	1,273,701	1,332,063
Restructuring cost	-	70,000	-	70,000
Gain/loss on loan modification	-	(343,765)	-	(32,779)
Share-based compensation	(66,348)	50,089	(33,538)	102,893
Professional fees	189,447	93,488	389,511	263,173
Office and general administrative	280,565	235,621	562,439	455,982
Total operating expenses	2,212,111	2,381,081	4,793,643	4,519,648
Gain/(losses) and other income				
Other income and gains/(losses)	73,949	447,612	77,131	455,020
Foreign exchange gains/(losses)	889,690	(1,518,568)	1,379,506	(1,607,944)
Total gains/(losses) and other income	963,639	(1,070,956)	1,456,637	(1,152,924)
Operating income (loss) before income taxes	2,323,493	(2,135,234)	3,356,249	(1,542,199)
Total income tax expense (recovery)	696,022	(662,695)	907,603	(503,540)
Net income	\$ 1,627,471	\$ (1,472,540)	\$ 2,448,646	\$ (1,038,659)
Weighted average number of shares - Diluted	29,881,905	30,502,286	29,952,243	30,558,711
Earnings per share - diluted	\$ 0.055	\$ (0.048)	\$ 0.082	\$ (0.034)
Free Cash Flow	\$ 1,660,712	\$ 884,129	\$ 2,541,472	\$ 1,731,240
FCF per share	\$ 0.057	\$ 0.029	\$ 0.087	\$ 0.057
Book value per share	\$ 1.341	\$ 1.175	\$ 1.341	\$ 1.175
Loans and Royalty Assets	\$ 64,547,538	\$ 66,385,760	\$ 64,547,538	\$ 66,385,760
Equity Securities	\$ 6,787,023	\$ 5,782,267	\$ 6,787,023	\$ 5,782,267
Total Investments	\$ 71,334,561	\$ 72,168,027	\$ 71,334,561	\$ 72,168,027
Total Assets	\$ 81,471,409	\$ 85,496,993	\$ 81,471,409	\$ 85,496,993
Total Liabilities	\$ 42,130,127	\$ 49,808,842	\$ 42,130,127	\$ 49,808,842
Total Shareholders' Equity	\$ 39,341,282	\$ 35,688,151	\$ 39,341,282	\$ 35,688,151

Review of the Three Month and Six Months Ended June 30, 2026, and 2025

Revenue

Revenue Analysis	Three Months Ended June 30th				Six Months Ended June 30th			
	2026	2025	Change \$	Change %	2026	2025	Change \$	Change %
Loan interest income	\$ 4,086,646	\$ 3,194,899	\$ 891,747	27.9%	\$ 7,415,453	\$ 5,823,398	\$ 1,592,055	27.3%
Financial royalty income	145,391	49,334	96,057	194.7%	333,827	324,976	8,851	2.7%
	4,232,037	3,244,233	987,804	30.4%	7,749,280	6,148,374	1,600,906	26.0%
Fair value gains/(losses) from changes in the value of financial assets	(660,072)	(1,927,430)	1,267,358		(1,056,025)	(2,018,000)	961,975	
Total revenue and net investment gains	\$ 3,571,965	\$ 1,316,803	\$ 2,255,162	171.3%	\$ 6,693,255	\$ 4,130,374	\$ 2,562,881	62.0%

Loan interest income and royalty income increased 30.4% to \$4.2 million from \$3.2 million in the three months ended June 30, 2026, compared to the three months ended June 30, 2025, primarily driven by growth in the investment portfolio and the receipt of early payment and associated fees.

Increase in total revenue and net investment gains was driven primarily from a 11.4% increase in Flow's loan and royalty investments to \$69.1 million on June 30, 2026, from \$62.0 million on June 30, 2025, and secondarily by a positive movement in the U.S. Canada dollar exchange rate.

Flow experienced continued volatility in the valuation of its financial assets which are largely warrants and equity securities held in high growth technology companies, which the Company has an existing or past business relationship. In the three months ended June 30, 2026 the fair value estimates of these investment assets declined \$660,072 compared to a prior period decline of \$1,927,430. These are primarily unrealized losses from fair-value adjustments in our equity portfolio, reflecting the broader compression of SaaS trading multiples during the quarter. Should broader SaaS trading multiples recover in the future, these unrealized losses will be reverted. Such valuation changes are not unusual given the nature of these investment assets and the related underlying companies.

	Three Months Ended							
	September 30, 2024	December 31, 2024	March 31, 2025	June 30, 2025	September 30, 2025	December 31, 2025	March 31, 2026	June 30, 2026
Investments: loans and royalty	\$ 54,470,586	\$ 66,385,760	\$ 57,678,923	\$ 66,385,760	\$ 69,284,896	\$ 66,904,231	\$ 73,612,779	\$ 64,547,538
Average Investments: loans and royalty	\$ 49,961,209	\$ 60,428,173	\$ 62,032,342	\$ 62,032,342	\$ 67,835,328	\$ 68,094,564	\$ 70,258,505	\$ 69,080,159
Gross revenue from financial assets	\$ 2,484,110	\$ 2,703,077	\$ 2,904,141	\$ 3,244,233	\$ 3,426,270	\$ 3,583,694	\$ 3,517,243	\$ 4,232,037
Change from previous quarter	17.6%	8.8%	7.4%	11.7%	5.6%	4.6%	(1.9%)	20.3%
Annualized yield on average investment	15.9%	14.7%	15.6%	16.1%	18.6%	16.3%	15.6%	19.6%

Over the last seven quarters Flow's loan interest income and royalty income have grown to \$4.2 million from \$2.5 million, a compound annual growth rate (CAGR) of 30.0%.

This growth was a result of Flow's loan and royalty assets growing to \$64.6 million on June 30, 2026 from \$54.4 million on September 30, 2024, a CAGR of 9.0%, and reflects the consistent execution of Flow's investment team in deploying capital into attractive opportunities.

From September 30, 2024 through June 30, 2026, Flow has maintained an annualized yield on average loan and royalty assets of between 15.9% to 19.6%.

Operating Expenses

Operating Expense Analysis	Three Months Ended June 30				Six Months Ended June 30			
	2026	2025	Change \$	Change %	2026	2025	Change \$	Change %
Total investments	\$ 71,334,561	\$ 72,168,027	\$ (833,466)	(1.2%)	\$ 71,334,561	\$ 72,168,027	\$ (833,466)	(1.2%)

Operating Expenses	Three Months Ended June 30				Six Months Ended June 30			
	2026	2025	Change \$	Change %	2026	2025	Change \$	Change %
Expected credit losses (recovery)	38,359	716,150	(677,791)	(94.6%)	422,887	674,914	(252,027)	(37.3%)
Financing expense	993,254	903,834	89,420	9.9%	2,049,067	1,724,072	324,995	18.9%
Salaries, benefits, and staffing costs	647,257	725,664	(78,407)	(10.8%)	1,273,701	1,332,063	(58,362)	(4.4%)
Restructuring cost	129,577	-	129,577	-	129,577	-	129,577	-
(Gain)/loss on loan modification	-	(343,765)	343,765	(100.0%)	-	(32,779)	32,779	(100.0%)
Share-based compensation	(66,348)	50,089	(116,437)	(232.5%)	(33,538)	102,893	(136,431)	(132.6%)
Professional fees	189,447	93,488	95,959	102.6%	389,511	263,173	126,338	48.0%
Office and general administrative	280,565	235,621	44,944	19.1%	562,439	455,312	107,127	23.5%
Total Operating Expenses	\$ 2,212,111	\$ 2,381,081	\$ (168,970)	(7.1%)	\$ 4,793,643	\$ 4,519,648	\$ 273,995	6.1%

Flow's total investment assets decreased by 1.2% during the three months ended June 30, 2026 to \$71.3 million from \$72.2 million, and is primarily due to the early repayment of a major loan investment.

For the three months ended June 30, 2026, total operating expenses decreased by \$169,000, or 7.1%, compared to the same period in 2025. The decrease was primarily driven by lower expected credit losses, largely attributable to ECL recoveries driven by the repayment of two loans during the second quarter, lower salaries, benefits and staffing costs, and a reversal of share-based compensation resulting from the forfeiture of shares by an employee. These decreases were partially offset by higher professional fees, office and general administrative expenses, and restructuring costs.

For the six months ended June 30, 2026, total operating expenses increased by \$274,000, or 6.1%, compared to the six months ended June 30, 2025. The increase was primarily attributable to higher financing expense, professional fees, office and general administrative expenses, and restructuring costs, partially offset by lower expected credit losses, lower salaries, benefits and staffing costs, and a reversal of share-based compensation resulting from the forfeiture of shares by an employee. The decrease in ECL expense was primarily due to the repayment of two loans during the second quarter. ECL is a non-cash provision recorded against loan assets to reserve for potential future losses; therefore, these repayments eliminated the underlying credit risk and resulted in the reversal of previously recorded ECL allowances.

	Three months ended June 30, 2026	Three months ended June 30, 2025	Six months ended June 30, 2026	Six months ended June 30, 2025
Management Expense Ratio				
Total investments	\$ 71,334,561	\$ 72,168,027	\$ 71,334,561	\$ 72,168,027
Salaries, benefits, and staffing costs	0.9%	1.0%	1.8%	1.8%
Share-based compensation	(0.1%)	0.1%	0.0%	0.1%
Professional fees	0.3%	0.1%	0.5%	0.4%
Office and general administrative	0.4%	0.3%	0.8%	0.6%
Management Expense Ratio	1.5%	1.5%	3.1%	3.0%

Overall, Flow's MER was 1.5% of investment assets for each of the three-month periods ended June 30, 2026 and June 30, 2025. For the six months ended June 30, 2026, MER increased modestly to 3.1%, compared with 3.0% for the corresponding prior-year period.

Core operating expenses decreased to \$1,050,921 for the three months ended June 30, 2026, from \$1,104,862 for the corresponding prior-year period. For the six months ended June 30, 2026, core operating expenses were \$2,192,113, compared with \$2,153,441 for the corresponding prior-year period. The increase in the six-month MER primarily reflected a decrease in total investments, as core operating expenses increased only modestly over the period. Management expects MER to decline as the investment portfolio grows and operating expenses are spread over a larger asset base.

	Three months ended June 30, 2026	Three months ended June 30, 2025	Change \$	Change %	Six months ended June 30, 2026	Six months ended June 30, 2025	Change \$	Change %
Financing Expense	\$ 993,254	\$ 903,834	\$ 89,420	9.9%	\$ 2,049,067	\$ 1,724,072	\$ 324,995	18.9%
Preferred shares outstanding	\$ 1,100,001	\$ 1,100,001	\$ -		\$ 1,100,001	\$ 1,100,001	\$ -	
Revolving credit facility outstanding	5,428,204	13,643,000	(8,214,796)		5,428,204	13,643,000	(8,214,796)	
Redeemable debt outstanding	34,423,919	32,245,095	2,178,824		34,423,919	32,245,095	2,178,824	
Total obligations	\$ 40,952,124	\$ 46,988,096	\$ (6,035,972)	(12.8%)	\$ 40,952,124	\$ 46,988,096	\$ (6,035,972)	(12.8%)

Financing expense for the three months ended June 30, 2026 increased to \$993,254 from \$903,834 in the three months ended June 30, 2025 and in the six months ended June 30, 2026 increased to \$2.1 million from \$1.7 million in the six months ended June 30, 2025. The increase is consistent with the Company's use of additional financial leverage to deploy toward additional investments during the 12-month period.

Gains/losses and Other Income

	Six months ended June 30, 2026	Six months ended June 30, 2025	Change \$
Gains/losses and Other Income			
Other interest, fee income, and gains	\$ 73,949	\$ 447,612	\$ (373,663)
Foreign exchange gains (losses)	\$ 890,662	\$ (1,518,568)	\$ 2,409,230
Total Gains/(losses) and Other Income	\$ 964,611	\$ (1,070,956)	\$ 2,035,567

Most of Flow's investments are in U.S. denominated loans and equity securities, therefore the Company is subject to non-cash foreign exchange gains and losses each reporting period based on the conversion of the carrying value of the Company's U.S. dollar denominated financial assets into Canadian dollars. A foreign exchange gain or loss is only realized upon the maturity or sale of a U.S. denominated asset, or upon the repayment of U.S. denominated debt.

Income Taxes

Income tax expense for the three months ended June 30, 2026, was an expense of \$696,022 compared to the recovery of \$662,695 in the three months ended June 30, 2025, and in the six months ended June 30, 2026, was an expense of \$907,603 compared to the recovery of \$503,540 in the six months ended June 30, 2025.

The Company recognized a deferred tax asset at June 30, 2026, of \$7.4 million, which will shelter approximately \$27.9 million in future profits.

Net Income and Earnings per Share

For the three months ended June 30, 2026 diluted earnings per share was \$0.055 compared to a loss \$0.048 in the three months ended June 30, 2025.

Net income and diluted earnings per share for the six months ended June 30, 2026, was \$2.4 million and \$0.082, respectively, compared to the six months ended June 30, 2025, of net loss and loss per share of \$1,038,659 and \$0.034, respectively.

Free Cash Flow per Share

	Three months ended June 30, 2026	Three months ended June 30, 2025	Change \$	Change %	Six months ended June 30, 2026	Six months ended June 30, 2025	Change \$	Change %
Free Cash Flow (FCF)	\$ 1,660,712	\$ 884,129	\$ 776,583	87.8%	\$ 2,541,472	\$ 1,731,240	\$ 810,232	46.8%
FCF per share	\$ 0.057	\$ 0.029	\$ 0.028	95.7%	\$ 0.087	\$ 0.057	\$ 0.030	53.1%

FCF and FCF per share for the three months ended June 30, 2026, were \$1.7 million and \$0.057, respectively, compared to FCF and FCF per share for the three month period ending June 30, 2025 of \$884 thousand and \$0.029, respectively.

FCF and FCF per share for the six months ended June 30, 2026, were \$2.5 million and \$0.087 respectively, compared to FCF and FCF per share for the six month period ending June 30, 2025 of \$1.7 million and \$0.057, respectively.

The collection of \$1.0 million in prepayment and associated fees resulted in a significant increase in the free cash flows in the three and six months period ended June 30, 2026.

Free Cash Flow Available to Shareholders Reconciliation

The following table reconciles FCF to loan interest and royalty revenue.

Reconciliation of free cash flow to loan interest revenue	Three months ended June 30, 2026	Three months ended June 30, 2025	Six months ended June 30, 2026	Six months ended June 30, 2025
Loan interest and financial royalty income	\$ 4,232,037	\$ 3,244,233	\$ 7,749,280	\$ 6,148,374
Loan amortization income	510,686	438,206	1,032,329	717,157
Salaries, benefits, and staffing costs	647,257	725,664	1,273,701	1,332,063
Professional fees	189,447	93,488	389,511	263,173
Office and general administrative	280,565	235,395	562,439	455,312
Transaction cost amortization	(49,885)	(36,483)	(99,238)	(74,191)
Financing expense	993,254	903,834	2,049,067	1,724,072
Free cash flow (FCF)	\$ 1,660,712	\$ 884,129	\$ 2,541,472	\$ 1,731,240

Amortization income increased to \$510,686 for the three months ended June 30, 2026, compared with \$438,206 for the three months ended June 30, 2025. The increase was primarily attributable to the addition of new loans and several loan modifications completed after the first quarter of 2025, which resulted in higher amortization income recognized during the period.

Interest Coverage Ratio

	Three months ended June 30, 2026	Three months ended June 30, 2025	Six months ended June 30, 2026	Six months ended June 30, 2025
Free cash flows plus financing expenses	2,653,966	1,787,963	4,590,538	3,455,312
Financing expense	993,254	903,834	2,049,067	1,724,072
Interest coverage ratio	2.7	2.0	2.2	2.0

The interest coverage ratio improved to 2.7 for the three months ended June 30, 2026, compared with 2.0 in the corresponding period of 2025. For the six months ended June 30, 2026, the ratio increased to 2.2 from 2.0 in 2025. The improvement was primarily attributable to higher loan interest and financial royalty income, lower salaries, benefits and staffing costs, partially offset by an increase in financing expense, professional fees, and office and general administrative expenses.

Portfolio Update – Loans and Royalty

	Six months ended June 30, 2026			
	Royalty agreements acquired	Equities and warrants in investee companies	Loans receivable	Total
Balance as at December 31, 2025	\$ 1,780,832	\$ 6,586,752	\$ 65,123,399	\$ 73,490,983
Proceeds from royalty settlement and loans receivable	-	-	(15,833,739)	(15,833,739)
Sale of investment	-	-	-	-
Gain/(loss) on loan modification	-	-	-	-
Advances for loans originated	-	-	10,922,974	10,922,974
Purchase of equity instruments	-	1,133,517	-	1,133,517
Change in interest receivable	-	-	55,468	55,468
Foreign exchange impact on the investment portfolio	65,773	146,511	1,799,656	2,011,939
Loan amortization income	-	-	1,032,329	1,032,329
Adjustment to fair value / expected credit losses	23,732	(1,079,757)	(422,887)	(1,478,911)
Balance as at June 30, 2026	\$ 1,870,337	\$ 6,787,023	\$ 62,677,201	\$ 71,334,561

As of June 30, 2026, Flow's investment portfolio included one legacy financial royalty contract with a fair market value of \$1.9 million. Flow does not intend to make future royalty investments.

As of June 30, 2026, the equity securities held by the Company had a fair market value of \$6.8 million versus \$6.6 million on December 31, 2025. These securities include; preferred shares, common shares, common share purchase warrants, and success fees earned upon the sale of a business.

The Company may obtain equity, warrants/options, and/or contingent success fees with each loan agreement it enters into with a borrower. The Company also makes occasional equity investments in companies or venture capital funds where it believes the likely return exceeds its hurdle rate and where the investment will offer strategic advantages. These investment assets are redeemed or converted into cash from time to time when the Company believes such conversion offers an appropriate return.

During the six months ended June 30, 2026, the Company acquired new equity investments with a fair value of \$1.1 million. This increase was partially offset by unrealized losses on existing investments of \$1,079,757 and a positive non-cash foreign exchange impact of \$146,511.

Management anticipates changes in the fair value of its equity securities each period since equity securities in growth companies are by their nature volatile in fair value.

As of June 30, 2026, Flow's investment portfolio was valued at \$71.3 million, a decrease of \$2.0 million from \$73.5 million at December 31, 2025, driven primarily by \$10.5 million in new loans and equity, offset by \$15.8 million in loan repayments, a \$2.1 million non-cash foreign exchange adjustment, and \$1.5 million in expected credit losses and fair value adjustment to equity and royalty.

Summary of Quarterly Results

	Three Months Ended			
	September 30, 2025	December 31, 2025	March 31, 2026	June 30, 2026
Loan interest and financial royalty income	\$ 3,426,270	\$ 3,583,694	\$ 3,517,243	\$ 4,232,037
Fair value gains/(losses) from changes in the value of financial assets	(136,457)	1,006,480	(395,953)	(660,072)
Total revenue and net investment gains	\$ 3,289,813	\$ 4,590,174	\$ 3,121,290	\$ 3,571,965
Total operating expenses	2,294,382	2,864,388	2,581,532	2,212,111
Operating income (loss)	995,431	1,725,787	539,758	1,359,854
Gains/(losses) and other income				
Other interest, fee income and gains	143,043	119,550	3,182	73,949
Foreign exchange gains (losses)	565,817	(450,603)	489,816	889,690
Total gains/(losses) and other income	708,860	(331,053)	492,998	963,639
Operating Income (loss) before income taxes	1,704,291	1,394,734	1,032,756	2,323,493
Total income tax (expense) recovery	(460,793)	(651,870)	(211,581)	(696,022)
Net income (loss)	\$ 1,243,498	\$ 742,864	\$ 821,175	\$ 1,627,471

	Three Months Ended			
	September 30, 2024	December 31, 2024	March 31, 2025	June 30, 2025
Loan interest and financial royalty income	\$ 2,484,110	\$ 2,703,077	\$ 2,904,141	\$ 3,244,233
Fair value gains/(losses) from changes in the value of financial assets	(657,201)	(866,327)	(90,570)	(1,927,430)
Total revenue and net investment gains	\$ 1,826,909	\$ 1,836,750	\$ 2,813,571	\$ 1,316,803
Total operating expenses	2,329,619	5,324,092	2,138,567	2,381,081
Operating income (loss)	(502,710)	(3,487,342)	675,004	(1,064,278)
Gains/(losses) and other income				
Other interest, fee income and gains	115,778	134,413	7,408	447,612
Foreign exchange gains (losses)	(475,480)	1,517,104	(89,376)	(1,518,568)
Total gains/(losses) and other income	(359,702)	1,651,517	(81,968)	(1,070,956)
Operating Income (loss) before income taxes	(862,412)	(1,835,825)	593,036	(2,135,234)
Total income tax (expense) recovery	110,291	825,201	(159,155)	662,695
Net income (loss)	\$ (752,121)	\$ (1,010,624)	\$ 433,881	\$ (1,472,539)

From the three months ended September 30, 2024 to the three months ended June 30, 2026, the Company's loan interest and royalty revenue increased overall from \$2.5 million to \$4.2 million, reflecting growth in the Company's investment portfolio.

Liquidity and Capital Resources

	As at June 30, 2026	As at December 31, 2025
Cash	\$ 2,101,160	\$ 1,987,089
Investments at fair value	71,334,561	73,490,983
Total cash and investments at fair value	\$ 73,435,721	\$ 75,478,072
Revolving credit facility	5,428,204	13,554,456
Redeemable debentures	34,423,919	31,608,084
Preference shares	1,100,001	1,100,001
Cash and investments less debt	\$ 32,483,597	\$ 29,215,531

The Company maintains access to a \$35.5 million senior revolving credit facility, which it uses to meet short-term cash needs associated with closing new investments and meeting debenture retraction obligations. As of June 30, 2026, the credit facility was drawn to \$5.4 million. The credit facility is secured against all present and after-acquired property of the Company, has a maturity date in August 2027 and an interest rate based on the Secured Overnight Financing Rate (SOFR) plus a commercially reasonable credit spread.

The Company also issues floating rate retractable debentures to institutional and individual investors. As at June 30, 2026, \$34.4 million in debentures were outstanding. The Company intends to continue issuing these debentures to fund the acquisition of new investments.

As of June 30, 2026, the Company's cash balance and investment portfolio, at fair value, exceeded the total of its debt by \$32.5 million, compared to \$29.2 million as at December 31, 2025. The increase was mostly due to free cash flow generated by the Company over the six-month period.

Asset Coverage Ratio

	As at June 30, 2026	As at December 31, 2025
Total assets	81,471,409	90,433,622
Revolving credit facility	5,428,204	17,617,911
Redeemable debentures	34,423,919	32,641,136
Preference shares	1,100,001	1,100,001
Total debt	40,952,124	51,359,048
Asset coverage ratio	2.0	1.8

The asset coverage ratio increased to 2.0 as at June 30, 2026, compared with 1.8 as at December 31, 2025. The increase was primarily attributable to the reduction in total liabilities, which declined at a greater rate than total assets. Free cash flow generated over the six-month period reduced the Company's financial leverage on an absolute and relative basis.

Contractual obligations at June 30, 2026

Contractual obligations at June 30, 2026	On Demand	1 year	1- 3 years	3-5 years	Expected more than 5 years	Total
Accounts payable and accrued liabilities	- \$	989,415 \$	- \$	- \$	- \$	989,415
Redeemable debenture and interest	34,423,919	-	-	-	-	34,423,919
Revolving credit facility and interest	-	759,351	5,554,763	-	-	6,314,114
Preferred shares and dividends	-	467,867	834,534	-	-	1,302,401
Total	\$ 34,423,919	\$ 2,216,633	\$ 6,389,297	\$ -	\$ -	\$ 43,029,849

None of the Company's investments incorporate a commitment to invest additional funds. All investments made by the Company are discretionary and are made subject to the investment meeting or exceeding the Company's hurdle rate and the Company having access to sufficient funds to close the investment.

Flow expects to be able to meet all of its current and non-current financial obligations as they become due, by utilizing some or all of the following sources of liquidity available to the Company: (i) cash on hand, (ii) cash flows generated from operations, (iii) loan repayments upon maturity, (iv) current credit facilities under the stipulated terms of the agreement, (v) refinancing or amendments to current credit facilities, (vi) issuance of debentures, and (vii) alternative financing.

Flow monitors forecasted liquidity requirements to ensure it can meet operational needs through sufficient availability of both cash and credit facility capacity, while also ensuring Flow is able to meet its financial covenants related to debt agreements.

Flow only makes incremental investments in new loans consistent with the ability to meet its ongoing obligations.

Off-balance Share Arrangements

As at June 30, 2026, Flow Capital had no commitments for material capital expenditures and no off-balance sheet arrangements.

Transactions Between Related Parties

Key Management Compensation

	Three months ended June 30, 2026	Three months ended June 30, 2025	Six months ended June 30, 2026	Six months ended June 30, 2025
Short term employee benefits	\$ 320,990	\$ 340,167	\$ 657,687	\$ 690,914
Restructuring cost	\$ 117,500	\$ -	\$ 117,500	\$ -
Share-based compensation	11,206	50,205	42,195	97,694
Total	\$ 449,696	\$ 390,372	\$ 817,382	\$ 788,608

In addition to salaries, the Company also provides long-term compensation to employees of its subsidiaries in the form of options, performance stock units, and bonuses. Key management personnel compensation paid in the three months ended June 30, 2026 was \$449,696 compared to \$390,372 in the prior period. Key management personnel compensation paid in the six months ended June 30, 2026, was \$817,382 compared to \$788,608 in the six months ended June 30, 2025.

Other Transactions

On June 28, 2022, Company issued the first tranche of its Series I Class A preferred shares. As at June 30, 2026, 166,667 preferred shares with a face value of \$500,001 (2025 - \$500,001) were held by a director's family, and interest of \$11,469 and \$22,811 was accrued and expensed on these preferred shares during the three and six months period ended June 30, 2026 (2025 - \$11,469 and \$22,811).

On August 31, 2022, the Company advanced loans to two Directors in the total amount of \$26,559. On June 28, 2023, the Company advanced an additional \$120,758 as loans to the two Directors. These loans in the total amount of \$142,817 remain outstanding on June 30, 2026 (December 31, 2025: \$147,317). For the three and six-month period ended June 30, 2026, the Company earned interest income on these loans in the amount of \$1,073 and \$2,163 (2025: \$1,453 and \$2,922) at the CRA prescribed rate.

On August 1, 2023, the Company issued the first tranche of its Debentures of multiple series. As of June 30, 2026, \$4,563,395 (December 31, 2025- \$4,538,447) of the debentures was held by key management personnel and a Company with common directors, and interest of \$96,275 and \$192,426 was accrued and expensed on the debentures held by related parties, during the three and six-month period ended June 30, 2026 (2025: \$84,812 and \$185,892).

Internal Controls over Financial Reporting

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

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. The Company has classified and measured all financial assets, other than receivables and promissory notes, at fair value through profit and loss. Promissory notes, and financial liabilities such as accounts payable are classified and measured at amortized cost.

As at June 30, 2026, the maximum credit exposure for all financial assets excluding cash and cash equivalents and equity securities in investee companies was \$64,975,814 (December 31, 2025: \$67,169,410). 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 net foreign exchange exposure at June 30, 2026 was \$32.2 million (December 31, 2025: \$34.2 million).

The Company holds equity investments in listed and unlisted entities. The equity investments include both common shares and warrants. For shares and warrants 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. For unquoted equity investments, the fair value was determined using the valuation technique referred to as the market approach which uses transaction prices paid for an identical or similar instrument or comparable company valuation multiples. During the three months ended June 30, 2026, the impact from adjustments to fair value of equity investments recognized in comprehensive income was a loss of \$683,804.

As at June 30, 2026 and December 31, 2025 there were no cash equivalents.

All financial liabilities are measured using amortized cost.

Other than investments in share purchase warrants, at June 30, 2026 the Company does not hold any other financial derivatives either for hedging or speculative purposes.

An allowance for expected credit losses ("ECL") on loans recorded at amortized cost, is determined based on a modeled assessment of the credit risk of counterparties to loans receivable and the risk that a counterparty fails to meet their contractual obligations. An estimate of expected credit losses is determined based on changes in credit quality and qualitative factors, estimation of a 12-month expected loss provision on current performing loans, and an estimate of lifetime losses for under-performing or non-performing loans. The model includes consideration of future macroeconomic impacts on the loan portfolio. Changes to the ECL are recorded in operating expenses. Any changes in the estimates or inputs utilized to determine the ECL allowance could result in a significant impact on the Company's future operating results or on other components of book value.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, and 2,252,252 Series I Class A preferred shares with a face value of \$3 per share. and no other classes of shares.

As of August 20, 2026, there were issued and outstanding: (a) 29,262,978 Common Shares; (b) 366,667 Series I Class A Preferred Shares; (c) 2,342,759 options under the Company's stock option plan to acquire common shares, at a weighted average exercise price of \$0.599; (d) 1,408,334 Performance Stock Units tied to certain performance and market-based metrics for vesting.

14. 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 management information circular of the Company) 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 companies to which loans are advanced. The ability to meet operating expenses in the long-term will be largely dependent on the loan interest received from investee companies and realized gains on exits which will be the primary sources of cash flow. Loan interest payments will generally be based as a percentage of the principal amount advanced. The failure of any investee company to fulfill its loan interest 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 advanced funds for promissory notes and loan agreements from a small number of investee companies to date. While the intention is to make promissory notes investments in numerous companies in different technology and technology related 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 loans do contain covenants and security provisions in the Company's favour, 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. Interest 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 Promissory Notes

While the Company believes that the Company has structured, and will continue to structure promissory notes in such a way as to encourage payment of interest and discourage default, there is no guarantee that investee companies will not default on their interest 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.

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.

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 has some history of earnings from operations. Due to the nature of the Company's business, there can be no assurance that the Company will always be profitable. While the Company may generate additional working capital through equity or debt offerings or through the receipt of interest 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.

Dilution

The Company may be required to conduct additional equity financings to finance additional loan investments and develop the Company's business as currently planned, if suitable credit facilities are not available. 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.

Ability to Negotiate Additional Promissory Notes

A key element of the Company's growth strategy involves writing promissory notes to new investee companies. The Company's ability to identify investee companies and acquire additional promissory notes 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 new promissory notes 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 new promissory notes 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 Prepayment Option on Loans

Most loan agreements with investee companies contain or will contain prepayment options which allow investee companies to prepay the loan by paying an interest penalty.

While the prepayment provisions are designed to produce enhanced returns, if the Company has miscalculated the value of a buyout relative to the ongoing value of a lost loan interest 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 loan interest stream is not replaced with a new loan interest stream on a timely basis, there will be a reduction in the Company's revenues in the financial periods following the exercise of the prepayment 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 companies in which the Company invests capital through loan investments. 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 companies 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-domestic sources and may experience negative financial results based on foreign exchange losses.
- Investee companies may be adversely affected by rapid technological change, including advances in artificial intelligence, which may disrupt business models, increase competition, pressure pricing and require additional investment to remain competitive.

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 ratably 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 venture debt funds, mezzanine funds, commercial banks, and venture capital 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 entity, 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 the Company 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 interest payments 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 accounts for its investments in financial assets under IFRS Accounting Standards, which requires that certain investments be measured at fair value through profit or loss rather than amortized cost. Changes in the fair value of certain investments are recognized in consolidated comprehensive income (loss) reflecting market conditions. 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.

16. 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; loan investments; 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; 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 loan investments 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, 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 on recession watch over the next 12 months; that while interest rates have increased dramatically in the past few quarters, and may increase further over the next few quarters, the subsequent moves will be more tempered; that the Company's existing investees will continue to make interest 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.