BELGRAVIA
HARTFORD

FORM 2A

LISTING STATEMENT

Dated as at April 22, 2020

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1.0 GLOSSARY OF TERMS

Unless otherwise indicated, the following terms used in this Listing Statement and the Schedules hereto shall have the meanings ascribed to them as set forth below:

"BCBCA" means the *Business Corporations Act* (British Columbia), as amended, including all regulations promulgated thereunder;

"**Cartesian**" means Cartesian Capital Group, LLC;

"**Company**" or "**BLGV**" or "**Belgravia Hartford**" or "**Belgravia**" means Belgravia Hartford Capital Inc.;

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of BLGV;

"**CSE**" means the Canadian Securities Exchange Inc.;

"**Definitive Agreement**" means the agreement dated September 11, 2017 governing the sale of the Company's interest in ICP(USA);

"**ICP Canada**" means Intercontinental Potash Corp., a wholly-owned subsidiary of Belgravia Hartford;

"**ICP Organics**" means ICP Organics Corp;

"**ICP(USA)**" means Intercontinental Potash Corp. (USA) renamed PolyNatura;

"**Listing Statement**" means this Listing Statement of the Corporation including the Appendices hereto;

"**Ochoa project**" means the polyhalite mine over which Belgravia holds a Water Royalty and Mining Royalty and is operated by PolyNatura;

"**Person**" means an individual, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator or other legal representative;

"**Personal Information**" means any information about an identifiable individual;

"**PolyNatura**" means Ochoa project mine operator, formerly ICP(USA).

Words importing the singular number only include the plural and vice versa, and words importing any gender include all genders.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Listing Statement and the documents incorporated by reference herein contain or may contain certain statements or disclosures concerning BLGV that constitute forward-looking information under applicable securities laws. All statements and disclosures, other than those of historical fact, about possible events, conditions, results of operations, activities, events, outcomes, results or developments based on assumptions about future economic conditions and courses of action that BLGV anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. In some cases, forward-looking information can be identified by terms such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should" or "believe".

The forward-looking statements included in this Listing Statement expressly qualified by this cautionary statement and are made as of the date of this Listing Statement. BLGV undertakes no obligation to publicly update or revise any forward-looking statements, except as required by applicable securities laws.

2.0 CORPORATE STRUCTURE

2.1 Corporate Name

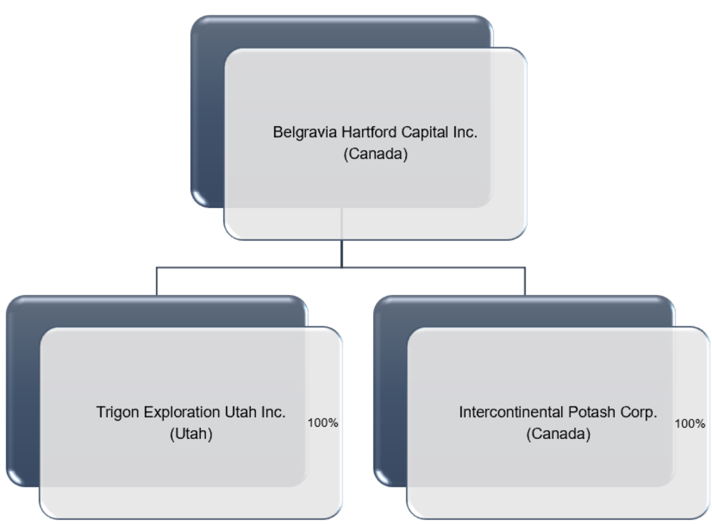
The full corporate name of the issuer is Belgravia Hartford Capital Inc. (the "Company" or "BLGV"). The head office and registered office of Belgravia are located at #3-3185 Via Centrale, Kelowna, British Columbia, V1V 2A7.

2.2 Incorporation

The Company was incorporated under the *Canada Business Corporation Act* (the "CBCA") on November 8, 2002. On December 20, 2019, the Company changed its name to Belgravia Hartford Capital Inc. and continued into the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the "BCBCA").

2.3 Inter-corporate Relationships

The following chart illustrates the Company's intercorporate relationships and each of its subsidiaries. All subsidiaries are wholly-owned by the Company either directly or indirectly.



2.4 Fundamental Change

The Company is not requalifying for listing following a fundamental change.

2.5 Non-Corporate Issuer

This section is not applicable to the Company.

3.0 GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Business Development of the Company

The Company is focused on passive as well as hands-on subsidiary investments.

Incubator Division

The Incubator division provides capital to support the development of early stage companies in the Biotech/Healthcare, Technology, Resources and Medical sectors.

The Company will focus on developing various passive and active investment opportunities in publicly-traded and private companies that are expected to go public in the near-term in the legal cannabis, resource exploration and development, and technology areas with the intention of expanding into artificial intelligence, information technology, and other synergistic market sectors.

Investments Division

Belgravia Holdings, the Investments division, invests in various private and public companies with a focus on value.

The Company made investments in private companies and publicly traded companies listed on either the TSX Venture Exchange (TSX-V) or the Canadian Securities Exchange (CSE). These investments are in the resource exploration and technology sectors.

Royalty and Management Services Division

Belgravia Royalty and Management Services has a royalty and fee income model. The cash and investment asset base provides capital to support international expansion on a selective basis.

Water Royalty

- PolyNatura Ochoa project
- 75% of gross revenue from the sale of water or water rights
- Royalty proceeds of up to US$12.2 million

The initial royalty will be composed of a water royalty equal to seventy-five per cent (75%) of proceeds from the sale of Ochoa water or water rights to a maximum value of US$12.2M. The Cartesian Group of Companies and PolyNatura has agreed to use commercially best efforts to develop and sell the water resources in order to realize the full value of the resource.

The water supply will be sourced from the Capitan Reef aquifer, located in the Delaware basin, a subsidiary basin of the Permian basin. Water wells WS-01 and WS-02 have been drilled and are available for use; located approximately 13 miles northeast of the Ochoa Polyhalite mine site.

In January 2019, PolyNatura has entered into an agreement with an independent third party who is a well-known agent for the sale of its water rights in SE New Mexico and Belgravia expects to be informed if and when a sale occurs.

Mining Royalty

- PolyNatura Ochoa project
- Royalty commences January 1, 2023
- Ochoa project mine operator obligated to pay 1% NSR royalty on all production until the total US$12.2 million has been paid in full

If the Water Royalty does not generate the full value of US$12.2M, the Company will retain a mining royalty sufficient to realize the remaining royalty obligation. Under the Royalty Agreement, the Company is entitled to an undivided one percent (1%) of gross sales of minerals sold from the PolyNatura Ochoa Polyhalite mine.

In January 2019, PolyNatura has entered into an off-take agreement with Nitron Group LLC, a national fertilizer distribution company, to purchase 75% of its production (about 1.5 million tons annually at peak production).

Management Services

Belgravia provides business management and strategic capital advisory services to companies in early stage of development. Small new ventures lack managerial experience, internal processes and procedures. Belgravia provides business planning and corporate organizational structuring functions at a fraction of the cost of full-time employees and include:

- Financial, budgetary and cost accounting
- Corporate governance and related legal administration
- Financing strategy and capital markets expertise

The Company will continue to investigate new opportunities that have the potential to enhance both short term and long-term cash position. Belgravia may also make small investments in various private and public companies from time to time.

3.2 Significant Disposition

The Company has not made any significant dispositions since the previously filed Listing Statement.

4.0 NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General Business of Belgravia Hartford

This is a holding company which holds private and publicly-traded investments in various industries throughout North America.

Business Objectives

The Company consistently monitors investment opportunities focused on, but not limited to, artificial intelligence, information technology, healthcare, and resource exploration, development and mining opportunities.

The growing business model will have a diversified focus that the board will discuss and approve in light of relevant macro market conditions and the Company’s investment guidelines.

The Company is working with Cartesian Capital to establish a water distribution business in the state of New Mexico that will enable the Company to realize on its Water Royalty described in section 3.1. Water is in great demand by the fracturing business of oil and gas companies in east New Mexico and West Texas. The water royalty (up to $12.2USD) will be used to further fund further acquisitions and investments in secondary businesses targeted to bring revenue to the Company

Operational Milestones

The Company has made 14 investments in the desired sectors of information technology, mining and natural resources.

BLGV will continue working to establish a water distribution business in the state of New Mexico. BLGV retained the Water Royalty in the Ochoa Project. Water is in great demand by the fracturing business of oil and gas companies in east New Mexico and West Texas. Water wells WS-01 and WS-02 have been drilled and are available for use.

The Company will also continue to seek out synergistic sectors in which to expand its business through a formally developed investment strategy.

Available Funds

The following outlines the funds available to the Company:

As at December 31, 2019, the Company had working capital of $8,136,969

Principal Products and Market

The Company is an investment company and therefore does not market any products.

Specialized Knowledge

The Company has employees, directors and consultants with knowledge of finance, investing, and the capital markets and through their networks has access to various investment and exit opportunities. Additional consultants and advisors will be retained as needed.

Raw Materials

The Company does not currently produce any products and does not use raw materials.

Seasonality

While the capital markets exhibit some seasonality with respect to liquidity and valuation of public and privately traded companies and access to capital, these are not always predictable in the future.

Employees

The Company currently has 5 employees.

Geographic Location

Administrative and management operations will be based out of Canada. Initially, the focus will be on North American markets but the Company may choose to expand into other markets where it would be legal and economic to do so.

Competition

Various investment companies and other public companies are competing for investors, capital, and investment opportunities. The Company will utilize its team to obtain capital and identify investment opportunities that it believes will allow it to achieve attractive returns.

5.0 SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information

			Year Ended	
	December 31 2019	**December 31 2018**	**December 31 2017**	**December 31 2016**
Interest income	$ 3,228	$ 88,349	$ 4,363	$ 1,929
Net loss	$ (238.655)	$ (7,033,652)	$ (8,463,182)	$ (61,484,056)
Basic loss per share	$ (0.00)	$ (0.02)	$ (0.04)	$ (0.33)
Fully diluted loss per share	$ (0.00)	$ (0.02)	$ (0.04)	$ (0.33)
Total assets	$ 8,519,224	$ 8,655,153	$ 4,100,279	$ 30,996,894
Shareholders’ equity (deficiency)	$ 8,218,871	$ 8,457,526	$ 3,477,455	$ (14,748)

5.2 Quarterly Information

	Dec 31 2019	**Sept 30 2019**	**Jun 30 2019**	**Mar 30 2019**
Interest income	$ 246	$ 2,077	$ 569	$ 336
Net income (loss)	$ (1,377,091)	$ 702,348	$ (640,315)	$ 1,076,403
Basic income (loss) per share	$ (0.003)	$ 0.002	$ (0.002)	$ 0.03
Fully diluted income (loss) per share	$ (0.003)	$ 0.002	$ (0.002)	$ 0.03

	Dec 31 2018	**Sept 30 2018**	**Jun 30 2018**	**Mar 30 2018**
Interest income	$ 33,309	$ 27,033	$ 2,893	$ 25,114
Net loss	$ (2,142,782)	$ (826,428)	$ (596,851)	$ (3,495,591)
Basic loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.01)
Fully diluted loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.01)

5.3 Dividends

There are no restrictions on the Company's ability to pay dividends. The Company has never declared or paid cash dividends on the Common Shares. Any future dividend payment will be made at the discretion of the board of directors, and will depend on the Company's financial needs to fund its research projects and its future growth, and any other factor that the board deems necessary to consider in the circumstances.

5.4 Foreign GAAP

The financial statements for the Company are prepared in accordance with IFRS.

6.0 MANAGEMENT'S DISCUSSION AND ANALYSIS

6.1 – 6.14 Annual MD&A

Please see the Company's Management Discussion and Analysis for the year ended December 31, 2019 as filed on SEDAR on April 22, 2020 and are attached as Schedule "A".

6.15 – 6.21 Interim MD&A

Please see the Company's Management Discussion and Analysis for the nine months ended September 30, 2019 as filed on SEDAR on October 23, 2019 and are attached as Schedule "B".

7.0 MARKET FOR SECURITIES

7.1 Listings

N/A

8.0 CONSOLIDATED CAPITALIZATION

8.1 Consolidated Capitalization

The following table sets forth the capitalization of the Company as of the date hereof:

Security	Authorized	Outstanding as at the date hereof
Common Shares	Unlimited	401,792,516
Stock Options(1)	40,179,252	2,500,000

Notes:

(1) Exercisable at $0.08 per share.

9.0 STOCK OPTIONS TO PURCHASE SECURITIES

There are currently 2,500,000 stock options outstanding under the Plan, and 37,679,252 options are available to be granted under the Plan. The details of the stock options granted under the Plan that remain outstanding are as follows:

Name and Position	Common Shares Under Option	Exercise Price Range (per Common Share)	Expiry Date
Former Directors	2,500,000	$0.08	June 6, 2021
TOTAL	**2,500,000**		

10.0 DESCRIPTION OF SECURITIES

10.1 General

The Company is authorized to issue an unlimited number of Common Shares, of which as at April 22, 2020 there were 401,792,516 issued and outstanding Common Shares. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, and to attend and to cast one vote per Common Share held at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

10.2 - 10.5 Miscellaneous Securities Provisions

None of the matters set out in Sections 10.2 to 10.5 of CSE Form 2A are applicable to the Company's securities.

10.6 Other Attributes

N/A

10.7 Prior Sales

During the twelve months period ended December 31, 2019, the Company issued nil common shares.

- The Company. On February 8, 2019, cancelled 36,500,000 stock options by consent of the option holders pursuant to a stock option cancellation agreement.

10.8 Stock Exchange Price

The Common Shares of the Issuer are listed on the CSE under the symbol "BLGV". The following table sets forth the high, low and closing prices and volumes of the Common Shares as traded on the CSE for the periods indicated:

Period	High	Low	Close	Total Volume
Quarter ended December 31, 2019	$0.02	$0.005	$0.02	18,417,698
Quarter ended September 30, 2019	$0.04	$0.015	$0.015	41,106,408
Quarter ended June 30, 2019	$0.035	$0.02	$0.02	28,571,039
Quarter ended March 31, 2019	$0.04	$0.015	$0.025	52,391,684
Quarter ended December 31, 2018	$0.035	$0.015	$0.015	87,957,843
Quarter ended September 30, 2018	$0.05	$0.03	$0.03	38,749,995
Quarter ended June 30, 2018	$0.085	$0.035	$0.035	55,677,259
Quarter ended March 31, 2018	$0.36	$0.075	$0.08	348,551,784

11.0 ESCROWED SECURITIES

11.1 Escrow of Principal's Securities

No Shares are currently subject to escrow.

12.0 PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of BLGV, as of the date hereof, no shareholder beneficially owns or exercises control or direction over BLGV Shares carrying more than 10% of the votes attached to such shares.

13.0 DIRECTORS AND OFFICERS

13.1 – 13.5 Directors and Officers

The names, positions or offices held with the Company, province/state and country of residence of each director and executive officer of the Company as at April 22, 2020 are set forth below. In addition, principal occupations of each of the Company's directors and executive officers within the five preceding years.

As of April 22, 2020, directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 17,344,880 common shares of the Company, representing approximately 4.32% of all issued and outstanding common shares.

Each of the directors of the Company will hold office until the next annual meeting of shareholders and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal. Typically, on an annual basis after the annual general meeting of the Company, the directors pass resolutions to appoint officers and committees.

Name and Municipality of Residence	Position	Principal Occupation and Positions Held During the Last 5 Years	Number and Percentage of Post-BLGV Shares Owned, Beneficially Held or Controlled
Mehdi Azodi(3) Ontario, Canada	Chief Executive Officer	Chief Executive Officer of the Company (2016 to present). Director, Investor Relations of the Company (2013-2016).	**13,153,630 / 3.27%**
Honourable Pierre Pettigrew P.C.(1)(3) Ontario, Canada	Director	Executive Advisor, International at Deloitte & Touche LLP (2006 to present).	**1,393,750 / 0.35%**
Ernest Angelo Jr. (1)(3) Texas, U.S.A.	Director	Self-employed petroleum engineer (1964 to present). Managing Partner of Discovery Exploration, an oil and gas investment company (1975 to present).	**887,500 / 0.22%**
Knute H. Lee Jr. (3)(4) New Mexico, U.S.A	Director	Independent landman and owner of KHL Inc., an oil and gas company (1985 to present).	**Nil**
John Stubbs (1)(2) Winchester, United Kingdom	Chairman and Director	Non-Executive Corporate Director, Lydian International Limited (2016 to 2018), and Alloycorp Mining Inc. (2014 to 2016), Senior Advisor, McKinsey and Company (2014 to 2017), VP Projects, BHP Billiton (2011 to 2014) Upstream VP, British Gas Australia (2007 to 2011).	**360,000 / 0.09%**
Paul Kania Ontario, Canada	Chief Financial Officer	Chief Financial Officer of the Company (2018-present), Principal, PLK Accounting and Finance Inc. (2015-present), Chief Financial Officer of Blackrock Gold Corp. (2018).	**1,100,000 / 0.27%**
Deena Siblock Ontario, Canada	Vice President, Corporate Affairs	Vice President, Corporate Affairs (2017-present), Business Analyst of the Company (2016-2017), Chief Governance Officer of Zonetail Inc. (2018-2019), Business Consultant (2015-2016).	**450,000 / 0.11%**

Notes:
(1) Member of the Audit, Disclosure and Finance Committee.
(2) Chair of the Audit, Disclosure and Finance Committee.
(3) Member of the Nominating, Governance and Compensation Committee.
(4) Chair of the Nominating, Governance and Compensation Committee.

13.6 Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company is, as of the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that:

(a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

13.7 Penalties and Sanctions

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect material the control of the Company, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

13.8 Personal Bankruptcies

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as of the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

13.9 Conflicts of Interest

Circumstances may arise where officers or members of the board of directors of the Company are directors or officers of corporations that are in competition to the interests of the Company. No assurances can be given that opportunities identified by such board members will be provided to the Company. Pursuant to Division 3 of the BCBCA, directors who have a disclosable interest in a proposed transaction upon which the board of directors is voting are required to disclose their interests and refrain from voting on the transaction. See also “Risk Factors – Potential Conflicts of Interest.”

13.10 Other Reporting Issuer Experience

The following directors, officers or promoters of the BLGV or directors or officers of the BLGV are, or within the past five (5) years have been, directors, officers or promoters of the following reporting issuers:

Name	Issuer
John Stubbs	Lydian International Limited (2016-2018)
Honourable Pierre Pettigrew P.C.	Black Iron Inc. (since 2010) Sulliden Mining Capital Ltd. (2014-2019) Blue Sky Energy Inc. (since 2017) Africa Gold Group (since 2017) Troilus Gold Corp (since 2017)\

13.11 Management

The following sets out biographical information on each of the current directors and executive officers of the Company:

JOHN STUBBS	CHAIRMAN, INDEPENDENT DIRECTOR
	Mr. Stubbs is a chemical engineer with over 40 years of experience in the natural resources sector spanning all aspects of project management including development, execution, assurance, commissioning and operations. Mr. Stubbs completed a three-year contract in 2014 with BHP Billiton as Vice President, Projects, responsible for the development of the Jansen Potash Mine. From 2007 to 2011, Mr. Stubbs worked for British Gas as Development Manager for the Karachaganak Project (high pressure sour gas development in Kazakhstan) and as Project Director for the upstream element of the LNG Project on Curtis Island in Australia. Mr. Stubbs held various senior leadership and project management positions during his 31 years with Royal Dutch Shell from 1976 to 2007 which included the delivery of several mega projects. Mr. Stubbs served as a Senior Advisor with the Capital Productivity Practice within McKinsey and Company's offices in the UK and Canada from 2014 to 2017, board of directors of Lydian International Limited from 2016 to 2018 and has served on the board of directors of other public companies. Mr. Stubbs is a Non-Executive Director and acts as an external advisor to companies with respect to project management issues.
MEHDI AZODI	PRESIDENT & CHIEF EXECUTIVE OFFICER, DIRECTOR
	Mehdi Azodi is President and Chief Executive Officer of Belgravia Hartford Capital Inc. Mr. Azodi joined the Company in 2013 with the primary focus of leading Belgravia’s Corporate Development team. Since that time, he has taken on a progressive direct responsibility for all facets of the business and restructuring the Company in order to finance and operate the entity. Mr. Azodi was appointed Chief Executive Officer in May 2016. Mr. Azodi has over 20 years’ experience in the capital and commodities markets. Previous positions include a NYSE listed company, a bank owned brokerage firm in Canada and an international asset management firm.
KNUTE H. LEE, JR.	INDEPENDENT DIRECTOR
	Mr. Lee has been a member of the American Association of Professional Landmen (AAPL) Board of Directors for over 35 years. He has earned the AAPL Certified Professional Landman (CPL) designation and served as

	President of AAPL in 2006. He has worked extensively in the oil and gas and mining industries, serving as a director of the Independent Petroleum Association of New Mexico and Trustee at the Mountain States Legal Foundation. Mr. Lee is owner of KHL Inc., an oil and gas company, and as a Principal in Westward Energy. Mr. Lee has also served on numerous boards of directors, including Santa Fe Trust, Zia Title, New Mexico Fellowship of Christian Athletes, Hoffmantown Church and the New Mexico Baptist Foundation.
HONOURABLE PIERRE PETTIGREW, P.C.	INDEPENDENT DIRECTOR
	Pierre Pettigrew holds a Bachelor of Arts in Philosophy from the University of Quebec at Trois-Rivieres and a Masters in Philosophy in International Relations from Balliol College at Oxford University. He is the former Minister of International Cooperation, of Human Resources Development, of International Trade, of Health of Intergovernmental Affairs, of Official Languages and of Foreign Affairs in Canada. The Honourable Pierre Pettigrew is currently the Executive Advisor of Deloitte & Touche LLP, Canada since 2006. Pierre has also been appointed Special Envoy of the Government of Canada for the Canada-European Union Trade Agreement.
ERNEST ANGELO, JR.	INDEPENDENT DIRECTOR
	Mr. Angelo holds a Bachelor of Science in Petroleum Engineering from Louisiana State University. He is a member of the Society of Petroleum Engineers and the Texas Society of Professional Engineers. Mr. Angelo is currently a Managing Partner of Discovery Exploration, an oil and gas investment company. Mr. Angelo has a distinguished public service career and was appointed to the National Petroleum Council. Mr. Angelo was Permian Basin Engineer of the Year in 1973 and received the National Public Service Award from the Society of Petroleum Engineers in 1996. Mr. Angelo has received the John Ben Sheppard Leadership Foundation Texas Leader Award. He was elected Mayor of Midland, Texas in 1972 and served four terms. He was appointed by Governor George W. Bush to the Texas Parks and Wildlife Commission in March 1996 and served as Vice Chairman of the Commission for nearly three years. Mr. Angelo was appointed by Governor Rick Perry to the Public Safety Commission in January 2005 and subsequently became Chairman of the Commission. He retired from the Public Safety Committee in 2008.
PAUL KANIA	CHIEF FINANCIAL OFFICER
	Mr. Kania is a financial professional with over 13 years' experience providing CFO, controller and financial reporting and consulting serves to public and privately held businesses in various sectors in both Canada and the U.S. In addition to his Certified Public Account (CPA) designation, he holds an HBA, Economics and Philosophy from the University of Toronto, and an Accounting and Finance certificate from Ryerson University.

DEENA SIBLOCK	VICE PRESIDENT, CORPORATE AFFAIRS
	Deena Siblock has over 20 years experience in corporate governance, communications and risk management. At Belgravia, Ms. Siblock is responsible for ensuring the integrity of the governance framework, efficient administration of the Company, and compliance with statutory and regulatory requirements. Ms. Siblock has distinguished herself as a leader in corporate governance and risk management, implementing comprehensive governance and risk management programs for the Board of Directors and demonstrating exceptional commitment and passion for corporate governance. Ms. Siblock has previously held roles in the mining sector including copper, aluminum, molybdenum, and potash for various mining companies including Rio Algom and BHP Billiton.

14.0 CAPITALIZATION

14.1 Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully-diluted)**
<u>Public Float</u>				
Total Outstanding (A)	401,792,516	404,292,516	100	100
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	17,344,880	17,344,880	4.32	4.29
Total Public Float (A – B)	384,447,636	386,947,636	95.68	95.71
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0	0	0	0
Total Tradeable Float (A-B-C)	384,447,636	386,947,636	95.68	95.71

Public Securityholders (Registered)[1]

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 - 999 securities	5	1,750
1,000 – 1,999 securities	2	2,576
2,000 – 2,999 securities	2	4,500
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	20	3,739,616
	29	3,748,442

Note:

(1) Excludes 398,044,074 shares registered to CDS&CO

Public Securityholders (Beneficial)

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	119	5,373
100 – 499 securities	593	149,583
500 – 999 securities	496	312,629
1,000 – 1,999 securities	968	1,185,789
2,000 – 2,999 securities	694	1,556,868
3,000 – 3,999 securities	430	1,387,779
4,000 – 4,999 securities	288	1,210,910
5,000 or more securities	3,992	390,295,081
Unable to Confirm		
	7,580	396,104,032

Non-Public Securityholders (Registered)

Class of Security: Common Shares

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-

5,000 or more securities	7	17,944,106
	7	**17,944,106**

14.2 The following table provides the details for securities of the Issuer that are convertible or exchangeable into Common Shares of the Issuer:

Security	Number Outstanding	Details
Stock Options	2,500,000	Exercisable at $0.08 until June 6/2021
	2,500,000	

15.0 EXECUTIVE COMPENSATION

15.1 Compensation of Executive Officers

Please see attached as Schedule "C".

16.0 INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director nor executive officer of the Company is indebted to the Company.

17.0 RISK FACTORS

17.1 Risk Factors relating to its business

The following discussion summarizes the principal risk factors that apply to the Company's business and that may have a material adverse effect on its business, financial condition and results of operations, or the trading price of the Common Shares.

COVID-19 (Coronavirus) Risk

On March 11, 2020 the World Health Organization (WHO) declared COVID-19 (Coronavirus) outbreak as a "pandemic", namely, the worldwide spread of a new disease. The Government of Ontario announced on March 17, 2020 that it made an order declaring a state of emergency in response to coronavirus (COVID-19) (the "**Government Order**"). All provinces in Canada have now declared a state of emergency and/or state of public health emergency. On March 31, 2020 the Premier of Ontario announced that an order was made that all schools remain closed through to the end of April and most recently advised the province's public schools will not be reopening on May 4, 2020 amid the coronavirus pandemic. Further COVID-19 measures are expected to last until July 2020.

The outbreak and ensuing government restrictions raise corporate governance concerns and come with inherent commercial and operational risks due to potential disruptions to investee companies' supply chains, instances of high absenteeism, and/or travel risks. These effects are exacerbated now that the WHO raised its classification of the coronavirus to "pandemic" level. With three of the Company's directors currently residing outside of Canada, in the short term, the Company has decided to hold all board and committee meetings via telephone conference.

Ever-expanding governmental restrictions on travel, movement, and large gatherings have resulted in significant business interruptions and widespread event and travel cancellations, with a particularly salient impact on the stock markets and the Company's carrying values in investee companies in the mining resource and other sectors, resulting in a detrimental effect to the performance of Belgravia's stock liquidity and price, and ability to engage in management services. Further, there is no assurance that the ripple effect of COVID-19 will not continue to affect the performance of Belgravia for a considerable period of time in the future.

Stage of Development

The Company has a limited history of operations and no material earnings to date and there can be no assurance that its business will be successful or profitable.

No History of Operations

The Company has sold its interest in the Ochoa Project and is moving to diversify its business, there can be no guarantee that the proposed business model will be successful or will generate revenue.

Contingent Payments

Pursuant to the terms of the Definitive Agreement with respect to the sale of the Ochoa Project, USD$12.2 million is to be paid to the Company by way of Royalties generated on the sale of water and mineral resources on the PolyNatura Ochoa Project. There can be no guarantee that the water and mineral resources on the PolyNatura Ochoa project will ever be monetized which will limit the Company's available capital.

Acquisition and Integration Risks

As part of its business strategy, Belgravia Hartford has sought and will continue to seek new development opportunities. In pursuit of such opportunities, we may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into Belgravia Hartford. The Company cannot assure that it can complete any acquisition nor business arrangement that it pursues, or is pursuing, on favourable terms, if at all, or that any acquisition or business arrangement completed will ultimately benefit its business. Such acquisitions may be significant in size, may change the scale of the Company's business and may expose the Company to new geographic, political, operating, or financial risks. Further, any acquisition the Company makes will require a significant amount of time and attention of the Belgravia Hartford management. In addition, the Company may need additional capital to finance an acquisition. Debt financing related to any acquisition may expose the Company to the risks related to increased leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that any businesses or assets acquired in the future will prove to be profitable or that the Company will identify all potential liabilities during the course of due diligence. Any of these factors could have a material adverse effect on the Company's business, expansion, and financial condition.

Research and Development Activities

There is no assurance that the results of the Company's research and product development activities will be successful. The Company may abandon or modify its research and/or development efforts for many reasons including, but not limited to, changes in corporate business strategy, competition, lack of capital resources, inability to obtain necessary licenses or find partners with licenses necessary to do the remaining research and development work, unfavourable changes to regulation, negative changes in consumer attitudes towards the Company's products being developed, problems obtaining its own intellectual property or licenses necessary to produce its products, or unfavourable results of any research or development or clinical trial activities undertaken (i.e. the product does not appear to have the efficacy necessary to treat the condition).

Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Investment Risk

Investment risk is the level of uncertainty that any particular financial investment's value will achieve expected returns as a result of changes in market conditions. Those changes may be caused by factors specific to the individual investment or factors affecting all investments traded in the market. Investment risk includes the risk that the fair value or future cash flows of a financial investment will fluctuate because of changes in the market interest rates. Other aspects of investment risk include the risk of unexpected loss arising if a counterpart, with which the Company has entered into transactions, fails to meet its contractual obligations or the risk that the Company has entered into an investment that cannot be closed out quickly. Such factors that affect investment risk are outside the Company's control, and the Company limits investment risk by limiting its investment exposure and being selective of investments.

Joint Ventures

The Company is pursuing and may enter into business arrangements or joint ventures in the future with third parties. Belgravia Hartford's interest in any future partnership or joint venture is subject to the risks normally associated with joint ventures including disagreement with joint venture partners on the management of the venture properties and inability to exert influence over certain strategic decisions made in respect of joint venture properties; inability of joint venture partners to meet their obligations to the joint venture or third parties; and litigation between joint venture partners regarding joint venture matters. The existence or occurrence of one or more of these circumstances or events could have a material adverse impact on the Company's profitability or the viability of its interests held through joint ventures, which could have a material adverse impact on the Company's finance cash flows, earnings, and financial condition.

Portfolio Exposure

Given the nature of the Company's proposed business model, its results of operations and financial condition will be at least partially dependent upon the value of the shares of entities in which it has an interest. Initially, the Company's activities will be focused in a only a few sectors. There are various factors that could have a negative impact on the Company's performance. Investments made in other entities with a limited history of operations may never generate positive cash flow or any return for the Company or it may take much longer than anticipated for the business to develop. This can create uncertainty around the timing and amount of revenue that can be generated from entities in which the Company has an interest.

Illiquid Securities

The Company may acquire minority interests in private companies. Investments in private companies cannot be resold without ensuring compliance with applicable securities laws and there is a limited market in which to sell these types of investments. This illiquidity will make it difficult for the Company to quickly dispose of investments that no longer meet its business objectives or which have been adversely impacted by changing market conditions.

Non-Controlling Interests

The Company may take minority interests in various entities that it will not control. Any minority interest is subject to a risk that the entity may make business, financial or management decisions with which the Company does not agree. This could negatively impact that value of the Company's investment in such entities as well as impact the Company's results of operations.

Environmental Regulation and Risks

Various aspects of the Company's or entities in which it has an interest may be subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, and a heightened degree of responsibility for companies and their officers, directors and employees. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its operations. Failure to comply with applicable laws and regulations may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Amendments to current environmental laws and regulations impacts the Company's business model, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses, capital expenditures or operating/production costs.

Requirement for Permits and Licenses

Some of the Company's operations may require it to obtain licences, permits, and in some cases, renewals of existing licences and permits from applicable authorities. The Company believes that it currently holds or has applied for all necessary licences and permits to carry on the activities which it is currently conducting under applicable laws and regulations and also believes that it is complying in all material respects with the terms of such licences and permits. However, the Company's ability to obtain, sustain or renew any such licences and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies in foreign jurisdictions. The failure to obtain such permits or licenses, or delays in obtaining such permits or licenses, could increase the Company's costs and delay its activities, and could adversely affect the business or operations of the Company. Government approvals, approval of members of surrounding communities and permits and licenses are currently and will in the future be required in connection with the operations of the Company. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of exploration and evaluation assets.

Government Regulation

The activities that may be undertaken by the Company are subject to various laws governing the Company's business investments, taxes, labour standards and occupational health. Activities may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, high rates of inflation and increased financing costs, safety. This may affect the Company's ability to implement its business model.

No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's business model. Amendments to current laws and regulations could have a substantial adverse impact on the Company.

Risks Associated with the Cannabis Industry

The Company expects to develop products to be used to assist in the growing of cannabis plants. As a result, the Company is indirectly impacted by risks specific to the Cannabis industry. The Company will only supply to growers who can legally grow cannabis plants in their jurisdiction. The legality of the production, extraction, distribution and use of cannabis differs among different jurisdictions. Changes in laws that restrict the growing of cannabis would have an adverse impact on the Company's market for its fertilizer products. There can be no assurance that laws in Canada and state laws in the United States legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local government authorities will not limit the applicability of state laws within their respective jurisdictions. Local regulations restricting the distribution of cannabis products would have an adverse impact on growers and therefore on the Company.

In addition, the legal cannabis industry in North America is at an early stage of development. Consumer perceptions regarding the legality, morality, consumption, safety, efficacy, and quality of cannabis are mixed and evolving. A negative shift in consumer perceptions on the use of cannabis products would have a detrimental impact on the Company's business as less cannabis is grown and therefore there is a reduced need for the products marketed by the Company or its investees. The medical cannabis industry and market are relatively new in Canada and the U.S., and this industry and market may not continue to exist or grow as anticipated. The Company makes investments in companies and is internally creating products in a relatively new licit cannabis industry and market. The Company and its investees are constrained by law in their ability to market their products in Canada.

Canadian Companies with U.S. Marijuana-Related Assets

In 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice"), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the US as permitted within a particular state's regulatory framework. All issuers with US cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents. Currently the activity of Belgravia Hartford in the US cannabis sector is limited and its industry involvement of cannabis activities is indirect (as such term is used in the Staff Notice) through investments in entities (the "Investees") operating in the US cannabis industry. More importantly, the Company does not operate, does not control any subsidiary that is directly engaged in the cultivation or distribution of marijuana or cannabis in accordance with a US state license. Due of the Investees cannabis operations in the US (described below), the Company is subject to the requirements of the Staff Notice.

To date Belgravia Hartford has not obtained independent legal advice regarding compliance with US state regulatory boundaries, exposure and various risks from US federal laws in the states where its Investees conduct operations. For each of the Investees involved in the US cannabis industry, as discussed below in the synopsis of holdings, to the best of the Company's knowledge, the Company is not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable US state for any of such Investees' business and the Company is not aware of: (i) any non-compliance by these Investees with respect to marijuana related activities, or (ii) any notices of violation with respect to any Investees' marijuana-related activities by its respective regulatory authorities. Cannabis laws may be subject to change in the US.

Nature of the Company's Involvement in the U.S. Cannabis Industry

The Company does not conduct cannabis-related activities in the United States ("U.S.") except to the extent, if any, that holding non-controlling investments in entities directly involved in the U.S. cannabis industry constitutes conducting cannabis-related activities.

The Company has no direct involvement in the cultivation, possession or distribution of cannabis in the U.S. and does not provide goods or services to any entity that cultivates or distributes cannabis in the U.S.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company or its investees, including its reputation and ability to conduct business, the listing of its securities on any stock exchange, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial. The approach to the enforcement of cannabis laws may be subject to change, or may not proceed as previously outlined.

Political Risks

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries in which the Company holds property interests in the future may adversely affect the Company's business, results of operations and financial condition.

Key Executives

The Company is dependent upon the services of key executives, including the directors of the Company, and will be dependent on a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

Potential Conflicts of Interest

There are potential conflicts of interest to which some of the Company's directors and officers will be subject in connection with its operations. Some of the directors and officers are engaged and will continue to be engaged in the search of mineral resource interests on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Company. Conflicts of interest, if any, which arise will be subject to and be governed by procedures prescribed by the BCBCA which require a director or officer of a corporation who is a party to or is a director or an officer of or has a disclosable interest in any person who is a party to a material contract or proposed material contract with the Company to disclose his interest and to refrain from voting on any matter in respect of such contract unless otherwise permitted under the BCBCA. Any decision made by any of such directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the Company's best interests and its shareholders.

Labour and Employment Matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities in whose jurisdictions it carries on business. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition.

Difficulties in Effecting Service of Process

It may be difficult to effect service of process on the Company's directors, officers and others, from time to time, to the extent that they reside outside of Canada. Three of the Company's directors currently reside outside of Canada. Substantially all of the assets of these persons are located outside of Canada. It may also not be possible to enforce against certain of the Company's directors, officers, and experts, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada, to the extent that such persons reside outside of Canada.

Competition

The Company will compete with other entities for potential investment targets. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive assets on terms it considers acceptable or at all. Consequently, the consolidated revenues, operations and financial condition of the Company could be materially adversely affected. Advanced and sustained marketing effort and sales strategy will be necessary to position as a premium brand fertilizer.

Litigation

Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Like most companies, the Company is subject to the threat of litigation and may be involved in disputes with other parties in the future which may result in litigation or other proceedings. The results of litigation or any other proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favorably, it could have a material adverse effect on our financial position, results of operations or the Company's property development.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to assets or facilities, personal injury or death, environmental damage to assets of the Company or others, monetary losses and possible legal liability. Although the Company may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining Company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards is not generally available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its business, consolidated financial performance and results of operations.

Dividend Policy

The Company has not paid dividends on the Common Shares to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors after taking into account many factors, including the Company's consolidated operating results, financial condition, and current and anticipated cash needs.

Potential Volatility of Market Price of Common Shares

Securities of various publicly listed companies have, from time to time, experienced significant price and volume fluctuations unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of the Common Shares. In addition, the market price of the Common Shares is likely to be highly volatile. Factors such as the average volume of shares traded, announcements by competitors, changes in stock market analyst recommendations regarding the Company and general market conditions and attitudes affecting other exploration and mining companies may have a significant effect on the market price of the Company's shares. Moreover, it is likely that during future quarterly periods, the Company's results and exploration activities may fluctuate significantly or may fail to meet the expectations of stock market analysts and investors and, in such event, the market price of the Common Shares could be materially adversely affected. In the past, securities class action litigation has often been initiated following periods of volatility in the market price of a company's securities. Such litigation, if brought against the Company, could result in substantial costs and a diversion of management's attention and resources, which could have a material adverse effect on the Company's business, financial position and results of operations.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. The Company has previously completed private placements at prices per share which may be, from time to time, lower than the market price of the Common Shares. Accordingly, a significant number of the Company's shareholders at any given time may have an investment profit in the Common Shares that they may seek to liquidate.

Global Financial Conditions

Financial markets globally have been subject to increased volatility. Access to financing has been negatively impacted by liquidity crises and uncertainty with respect to sovereign defaults throughout the world. These factors may impact the ability of the Company to secure financing in the future and, if obtained, on terms favorable to the Company. If these levels of volatility and market turmoil continue, the Company may not be able to secure appropriate debt or equity financing, any of which could affect the trading price of the Company's securities in an adverse manner.

Additional Capital

The Company's business activities in the future, may require substantial additional financing. Failure to obtain sufficient financing may result in a delay or indefinite postponement of acquisitions or the development of accrued interests. Additional financing may not be available when needed. Even if such additional financing is available, the terms of the financing might not be favorable to the Company and might involve substantial dilution to existing shareholders or sale of other disposition of an interest in any of the Company's assets. Failure to raise capital when needed could have a material adverse effect on the Company's business, financial condition and results of operations.

Equity Price Risk

The Company holds investments in private and public traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value.

Exchange Rate Fluctuations

The Company's functional currency is the Canadian dollar; however, there are transactions and investments in U.S. dollars and the Company keeps some of its cash in U.S. currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

18.0 PROMOTERS

Mehdi Azodi may be considered a promoter of BLGV. He has been and is currently involved in seeking new business opportunities and investors.

19.0 LEGAL PROCEEDINGS

19.1 Material legal proceedings

Belgravia commenced a lawsuit in the Ontario Superior Court of Justice against Tartisan Nickel Corp. and D. Mark Appleby (the "**Defendants**"), in which Belgravia claims $650,000 in damages, plus punitive damages in the amount of $100,000, and ancillary relief for negligent misrepresentation and breach of contract. The Statement of Claim was issued on June 12, 2018, and was formally served on June 24, 2018. The Defendants' Statement of Defence and Counterclaim was filed on July 19, 2018 and alleges that Belgravia should not have relied on any statements made by Mr. Appleby as to whether to invest in Tartisan and further alleges defamation of Mr. Appleby's character in the amount of $1M. Pre-trial discoveries in the lawsuit had been postponed and delayed several times by the Defendants which required Belgravia to obtain a court order which required the Defendants to attend further discoveries and produce certain information (the "**Court Order**"). Pre-trial discoveries took place on April 24 and 26, 2019 with additional discoveries pursuant to the Court Order taking place on August 29, 2019. In order to advance the matter towards trial, Belgravia requested and obtained a Court-Appointed mediator to conduct the mandatory pre-trial mediation and are awaiting for a date to be set.

On June 20, 2019 Belgravia filed an Application for a Bankruptcy Order against Zonetail Inc. in the Ontario Superior Court of Justice (in Bankruptcy and Insolvency) on the basis that Zonetail has ceased to have met its liabilities as they become due including Belgravia's unsecured promissory note which represents almost 50% of Zonetail's liabilities. Belgravia is concerned that, given Zonetail's historical burn rate, its historical inability to generate revenues of any significant amount and the fact that since at least December of 2017 its auditors have qualified Zonetail's financial statements with a "going concern" note, its investment in Zonetail is at imminent risk. Belgravia will seek to have BDO Canada Limited appointed as Trustee if the court grants its application. Zonetail has announced that it is attempting to raise private placement funds of $1,000,000. Zonetail has been informed that Belgravia is willing to put its Bankruptcy Application into abeyance if Zonetail agrees to transfer an amount equal to the entire amount of its indebtedness to Belgravia from the private placement proceeds to its solicitors in trust ensuring that Belgravia will be paid in full on the closing of the private placement. Belgravia is awaiting a response from Zonetail. Zonetail has never responded to Belgravia so Belgravia has instructed its counsel to demand payment of the promissory note on November 1, 2019. As Zonetail only raised $350,000 of its $1,000,000 private placement it has insufficient funds to pay its debt to Belgravia. Rather than negotiating, Zonetail commenced an action against Belgravia alleging damages in excess of $6 million. Belgravia regards these Zonetail claims as completely specious and designed only to postpone payment of its debt and divert attention from the fact that Zonetail is insolvent. Belgravia will of course respond but is disappointed that Zonetail would rather deplete what is left of its monies on legal fees rather than working with Belgravia to restore some degree of shareholder value. On December 18, 2019 Belgravia filed a Notice of Intent to Defend in the Ontario Superior Court of Justice (Commercial List).

19.2 Regulatory actions

There are none.

20.0 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Issuer or any person or company that is the direct or indirect beneficial owners of, or who exercises control or direction over, more than 10 percent of any class of the Issuer's outstanding voting securities, or an associate or affiliate of any persons or companies referred to in this paragraph, has any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer.

21.0 AUDITORS, TRANSFER AGENT AND REGISTRAR

21.1-Auditors

Davidson & Company LLP Chartered Professional Accountants, 1200-609 Granville Street, Vancouver, B.C. V7Y 1G6 are the auditors of the Company.

21.2-Transfer Agent and Registrar

The transfer agent and registrar for BLGV's securities is Computershare Trust Company of Canada, 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1.

22.0 MATERIAL CONTRACTS

All Material Contracts have been filed on SEDAR.

23.0 INTEREST OF EXPERTS

The following opinions or reports have been described or included in this Listing Statement:

The annual financial statements of BLGV included in this listing statement have been audited by Davidson & Company LLP, Chartered Professional Accountants, as set forth in their audit report. Davidson & Company LLP are the independent auditors of BLGV and is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No person or Company who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement has any direct or indirect interest in the BLGV.

There are no other expert reports other than those contained herein.

24.0 OTHER MATERIAL FACTS

There are no other material facts that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to BLGV and its securities.

25.0 FINANCIAL STATEMENTS

See Schedule "D" and Schedule "E".

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Belgravia Hartford Capital Inc. hereby applies for the listing of the above-mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Belgravia Hartford Capital Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto**,** Ontario this 22nd day of April 2020.

Mehdi Azodi, Chief Executive Officer	Paul Kania, Chief Financial Officer
John Stubbs, Chairman, Director	Knute H. Lee, Jr., Director

BELGRAVIA HARTFORD

(formerly Belgravia Capital International Inc.)

2019

Management’s Discussion and Analysis

for the year ended December 31, 2019

Form 51-102F1 – For the Year Ended December 31, 2019

Management's Discussion and Analysis

Belgravia Hartford Capital Inc.

(formerly Belgravia Capital International Inc.)

Hereinafter called "Belgravia" or the "Company"

(Containing information up to and including April 22, 2020)

Description of Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2019 and December 31, 2018. This MD&A was prepared as at April 22, 2020. This MD&A contains forward-looking information and statements, which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

All financial information is presented in Canadian dollars unless otherwise stated. All references to a year refer to the year-ended on December 31st of that year, and all references to a quarter refer to the quarter ended on December 31st of that year. The Company is a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and the Northwest Territories.

Unless otherwise noted, financial results are reported in accordance with International Financial Reporting Standards ("IFRS"). Further details are included in Note 2 of the consolidated financial statements for the year ended December 31, 2019.

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

Company Overview

Belgravia Hartford Capital Inc. ("Belgravia" or the "Company") formerly Belgravia Capital International Inc., was incorporated under the Canada Business Corporations Act on November 8, 2002 and has continued into British Columbia from the jurisdiction of Canada on December 20, 2019. Belgravia focused on its three core business divisions: Incubation, Investments, and Royalty & Management Services. All three divisions are high risk and expose the Company's shareholders to significant risk. Belgravia's Incubation division will develop new companies in specific sectors. Belgravia Holdings, the Investments division, provides merchant banking services and invests in a portfolio of private and public companies with a focus on licit cannabis, technology, and, on an opportunistic basis, resources. The Royalty and Management Services division has developed a targeted royalty and fee income model and will provide services to support the development of early-stage companies, while taking steps to ensure it receives the water royalties owned by the Company. Belgravia is a corporation governed by the BC Business Corporation's Act. The shares of the Company are listed on the Canadian Securities Exchange ("CSE") and the OTC Market under the symbols BLGV and BLGVF respectively. The Company's registered office is located at #3-3185 Via Centrale, Kelowna, BC V1V 2A7.

The Company may obtain financing through access to public and private equity markets, debt and partnerships or joint ventures.

Belgravia owns 100% of Intercontinental Potash Corp. ("ICP"), a Canadian company previously involved in resource exploration and mine development. On November 30, 2009, the Company completed a reverse-takeover ("RTO") with ICP. Legally, Belgravia is the parent of ICP, but for financial reporting purposes, Belgravia is considered to be a continuation of ICP. Belgravia was consolidated commencing on December 1, 2009.

Forward-Looking Statements

This MD&A includes certain statements that may be deemed "forward-looking statements" as defined under applicable securities law. Other than statements of historical facts, statements in this discussion including, but not limited to, statements that address future research and investment plans and expected or anticipated events or developments are forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, market prices, continued availability of capital and financing, general economic, market or business conditions, statements regarding planned investment activities & related returns, trends in the markets for medicinal or recreational use of cannabis and cannabinoids, the timing or assurance of the legalization of recreational cannabis, research and development activities, the potential value of royalties from water and other resources, technological advancement, competition, other statements that are not historical facts, and the risk factors identified herein. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, capital markets, the completion, results and timing of research undertaken by the Company, risks associated with natural resource assets and investments, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, the uncertainty of obtaining additional financing, and risks associated with cannabis use for medicinal or recreational purposes. Other risks that could impact the Company's performance are described within this MD&A. These factors could also impact the Company's performance in the future and cause variances from period to period. Although the Company believes the expectations expressed in any forward-looking statement are based on reasonable assumptions, investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of annual consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Summary of Quarterly Results

Selected quarterly financial information of the Company for the quarters ended December 31, 2019 is as follows:

Table of Results for the Quarters to December 31, 2019

		Dec 31 2019		Sep 30 2019		Jun 30 2019		Mar 31 2019
Total assets	$	8,519,224	$	10,060,339	$	9,208,677	$	9,820,985
Property, plant and equipment	$	4,333	$	5,007	$	5,682	$	6,356
Working capital	$	8,136,958	$	9,201,070	$	8,435,635	$	8,749,805
Shareholders' equity	$	8,218,871	$	9,595,962	$	8,893,614	$	9,533,929
Interest income	$	246	$	2,077	$	569	$	336
Net income (loss)	$	(899,781)	$	702,348	$	(640,315)	$	1,076,403
Basic income (loss) per share	$	(0.00)	$	0.00	$	(0.00)		0.00
Fully diluted income (loss) per share	$	(0.00)	$	0.00	$	(0.00)		0.00

Selected quarterly financial information of the Company for the quarters ended December 31, 2018 is as follows:

Table of Results for the Quarters to December 31, 2018

	Dec 31 2018	Sep 30 2018	Jun 30 2018	Mar 31 2018
Total assets	$ 8,655,163	$ 11,061,056	$ 11,756,931	$ 11,899,601
Property, plant and equipment	$ 7,031	$ 4,549	$ 5,019	$ 1,125
Working capital	$ 8,073,081	$ 10,886,925	$ 11,684,883	$ 11,673,562
Shareholders' equity	$ 8,457,526	$ 10,891,474	$ 11,689,902	$ 11,674,687
Interest income	$ 33,309	$ 27,033	$ 2,893	$ 25,114
Net loss	$ (2,114,782)	$ (826,428)	$ (596,851)	$ (3,495,591)
Basic loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.01)
Fully diluted loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.01)

Results of Operations for the Quarter ended December 31, 2019

The Company did not generate operating revenue during the quarter ended December 31, 2019 other than management services fees. The Company also earned investment and interest income.

Office and Administration Expenses

Administration and related costs amounted to $74,399 (2018 – $22,897) for the quarter. This included director fees, annual general meeting, insurance, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, utilities and related costs.

Business development and market development spending for the quarter was $184,137 (2018 - $36,364). Business development costs included activities related to the search for partners as well as exploring new investment strategies.

Consulting fees in the quarter were $84,021 (2018 – $158,952); this was mostly in respect of strategy, management and capital markets consulting.

Depreciation during the quarter amounted to $674 (2018 - $1,318). This relates to depreciation of computer equipment.

Investor relations cost in the quarter was $133,135 (2018 – $40,524). This amount is for expenses related to offsite events, conferences and roadshows, meetings with shareholders and potential shareholders, and other investor relations activities.

Professional fees of $54,874 (2018 – $20,071) for the quarter were incurred in respect of auditing costs, other accounting costs, and legal costs.

Regulatory fees including transfer agent and filing fees and CSE fees were $9,635 (2018 - $11,250). This is for transfer agent and other stock exchange listing fees and securities filings.

Rent and storage in the quarter were $30,180 (2018 - $30,180). This is for rental offices in Toronto and Kelowna.

Travel, including related costs, for the quarter amounted to $22,564 (2018 – $32,120) and were composed of such costs not specifically related to investor relations and business development.

Wages and benefits for the quarter amounted to $224,307 (2018 – $233,450). This amount included the compensation and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Controller, Vice President, management and administrative staff.

Management services revenue for the quarter was $59,800 (2018 - $200,000).

Interest income for the quarter was $246 (2018 - $33,309).

Selected Annual Information

Selected audited financial information of the Company for the years ended December 31, 2016, 2017, 2018 and 2019 is as follows:

	December 31 2019	December 31 2018	December 31 2017	December 31 2016
Total assets	$ 8,519,224	$ 8,655,163	$ 4,100,279	$ 30,996,894
Property, plant and equipment	$ 4,333	$ 7,031	$ 1,266	$ 26,552,924
Working capital	$ 8,136,958	$ 8,073,081	$ 3,476,189	$ 790,051
Shareholders' equity (deficiency)	$ 8,218,871	$ 8,457,526	$ 3,477,455	$ (14,748)
Interest income	$ 3,228	$ 88,349	$ 4,363	$ 1,929
Net loss	$ (238,655)	$ (7,033,652)	$ (8,406,651)	$ (61,484,056)
Basic loss per share	$ (0.00)	$ (0.02)	$ (0.04)	$ (0.33)
Fully diluted loss per share	$ (0.00)	$ (0.02)	$ (0.04)	$ (0.33)

Results of Operations for the Year ended December 31, 2019

The Company did not generate operating revenue during the year ended December 31, 2019 other than management services fees. The Company also earned investment and interest income.

Office and Administration Expenses

Administration and related costs amounted to $321,635 (2018 - $389,949) for the year. This included meeting costs, director fees, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, office security, utilities and related costs. The decrease is due to decreases in director fees and office expenses.

Business development and market development spending for the year was $313,508 (2018 - $157,441). The increase is due to more activities related to the search for partners as well as exploring new investment strategies in 2019.

Consulting fees in the year were $287,149 (2018 - $828,757); this was mostly in respect of strategy, management and capital markets consulting. This is for consulting related to capital markets, investing and the new business model. The Company used less consulting services during 2019.

Depreciation during the year amounted to $2,698 (2018 - $2,399). This relates to depreciation in respect of computer equipment.

Fundraising activities for the year was $nil (2018 - $5,000). This amount is for expenses related to identifying and meeting with potential companies and investors. The company did not pursue financing activities in 2019.

Investor relations cost in the year was $226,710 (2018 - $164,162). Investor relations costs include expenses related to offsite events, conferences and roadshows, meetings with shareholders and potential shareholders, and other investor relations activities.

Professional fees of $164,261 (2018 - $321,822) for the year were incurred mostly in respect of auditing costs, other accounting costs, and legal costs. The decrease is due to reducing legal costs in 2019.

Regulatory fees including transfer agent and filing fees and CSE & OTC listing fees were $42,773 (2018 - $62,209). The is for transfer agent and other stock exchange listing fees and securities filings.

Rent and storage in the year were $120,720 (2018 - $101,720). This increase due to rental office in Toronto.

Share-based compensation for the year was $nil (2018 - $2,903,527) due to no stock options being granted in 2019.

Travel, including related costs, for the year amounted to $142,668 (2018 - $80,072) and were composed of such costs not specifically related to investor relations and business development.

Wages and benefits for the year amounted to $1,183,511 (2018 - $1,205,023). This amount included the salaries, bonuses, training and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Controller, management and administrative staff.

Management services revenue for the year was $232,670 (2018 - $815,000).

Interest income for the year was $3,228 (2018 - $88,349). The decrease due to excess cash invested in investment portfolio instead of being held at the bank.

Investment Portfolio

The Company invests in a diversified portfolio of private and public companies and money market & bond funds with a focus on healthcare/biotech, technology and, on an opportunistic basis, resources with a goal to provide a risk-appropriate return to its shareholders through capital gains in accordance with the Company's investment guidelines.

During the quarter ended December 31, 2019, the Company recorded an unrealized loss of $259,707 (2018 – $815,402) for equity, debt and mutual fund investments and an unrealized loss of $440,866 (2018 –$445,260) for warrants.

During the quarter ended December 31, 2019, the Company exercised some investment warrants and recorded a gain of $165,910 (2018 – $nil).

During the quarter ended December 31, 2019, the Company sold certain of its investments for proceeds totalling $44,101 (2018 - $338,291) and recognized a gain of $99,401 (2018 – a loss of $17,428).

As at December 31, 2019, fair value of the investments was $7,513,855 (2018 - $5,082,615). This includes value of equity investments of $6,633,126 (2018 - $4,256,460), debt instrument of $325,000 (2018 - $325,000), and value of warrants of $555,729 (2018 - $501,155). The Company has made diversified investments in the common shares of public and private companies in the areas of technology, blockchain, legal cannabis and mineral resources with a total approximate initial investment of $6 million.

As at April 22, 2019, Belgravia currently holds fourteen investments: ten public and four private companies. The value of the investments in private companies might only be realized if those companies are sold or if they go public to create liquidity.

Blackrock Gold Corp. (TSX-V:BRC):

Belgravia owns 12,240,000 shares of Blackrock Gold Corp. ("Blackrock") representing approximately 18% of the outstanding common shares. Blackrock's main asset is the Silver Cloud project in Nevada.

Nexus Gold Corp. (TSX-V:NXS):

Belgravia owns 8,980,000 shares of Nexus Gold Corp. ("Nexus") representing approximately 8% of its outstanding shares. Nexus is operating three gold exploration projects in Burkina Faso, West Africa.

Tartisan Nickel Corp. (CSE:TN):

Belgravia continues its litigation against Tartisan Nickel Corp. ("Tartisan"), a company in which Belgravia currently holds 3,122,000 common shares, and D. Mark Appleby. In the lawsuit, Belgravia claims for damages in the amount of $750,000 for negligent misrepresentation and breach of contract.

Belgravia entered into a management services agreement with Tartisan (the "MSA") to provide services and for which Tartisan was required to pay Belgravia amounts totalling $150,000. Tartisan has paid only $50,000 of this amount in breach of the MSA. These services included, but were not limited to, adding one board member, capital markets advisory, digital marketing, and corporate governance.

A statement of defence and counterclaim seeking $1,050,000 in damages plus costs of the action was received by the Company on July 19, 2018.

Currently, the Company has requested for the examination of the discovery. Based upon the answers received from Tartisan, the Company is confident that Tartisan's claims are without merit.

Zonetail Inc.:

Belgravia owns 2,850,000 shares of Zonetail Inc., representing approximately 4% of the outstanding common shares. On June 20, 2019 Belgravia filed an Application for a Bankruptcy Order against Zonetail Inc. in the Ontario Superior Court of Justice on the basis that Zonetail has ceased to have met its liabilities as they become due including Belgravia's unsecured promissory note. On December 10, 2019, Zonetail commenced an action against Belgravia alleging damages in excess of $6 million. Belgravia regards these Zonetail claims as completely specious; designed to delay payment of its debt. On December 18, 2019 Belgravia filed a Notice of Intent to Defend in the Ontario Superior Court of Justice (Commercial List).

Royalty & Management Services Division:

Year-to-date, Belgravia had been awarded management service contracts with a value of $369,827, of which $232,670 (2018 - $815,000) has been recognized as revenue. These services are in respect to business strategy, capital markets, public disclosure, governance, accounting, finance, and corporate personnel. Belgravia generally offers these advisory services, mentoring, and access to the Belgravia's network to its investees in order to help these companies succeed and develop, which results in increases to the value of Belgravia's investment. The Company uses consultants as needed to provide services under these management services agreements.

There is no assurance that the Company will continue to earn management services revenue as each agreement is negotiated on a one-off basis and generally for a period of less than 12 months. These revenues come from high risk companies that may default on payments under the management services agreements.

The Company holds an interest in up to USD$12.2 million of anticipated water and mineral royalties from its previously-owned Ochoa project. Belgravia is actively pursuing these royalties through the retention of a legal advisor. No royalties have been received to date and there is no assurance that these royalties will ever be received.

Financings

During the year ended December 31, 2019, the Company issued nil common shares.

During the year ended December 31, 2018, the Company issued the following common shares:

- On January 10, 2018, the Company issued 133,990,000 units pursuant to a private placement at $0.05 per unit for gross proceeds of $6,699,500. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for $0.06 per share until May 10, 2019, provided that if, at any time after the date which is four months and one day following the closing date, the volume weighted average price of the common shares is equal to or exceeds $0.21 for 18 consecutive trading days, the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date (the "Accelerated Expiry Date") which is 30 days following of a press release by the Company announcing the Accelerated Expiry Date. The Company issued 3,649,200 finder's warrants to certain eligible arm's length parties entitling the holder to acquire one Common Share for a period of 12 months at an exercise price equal to $0.19.

- The Company issued 2,400,000 shares at an average price of $0.095 for gross proceeds of $228,000 pursuant to the exercise of stock options.
- The Company issued 30,843,810 shares at $0.08 for gross proceeds of $2,467,505 pursuant to the exercise of warrants.
- The Company issued 280,000 shares at $0.06 for gross proceeds of $16,800 pursuant to the exercise of broker warrants.
- The Company issued 5,000,000 shares with a value of $250,000 as consideration to acquire investments.
- On October 19, 2018, the Company adopted a Normal Course Issuer Bid ("NCIB") whereby the Company may repurchase for cancellation up to 20,567,733 of its issued and outstanding common shares. The NCIB expired October 19, 2019. On October 24, 2018, the Company repurchased and cancelled 9,562,140 of its common shares for $291,167 cash consideration.

Liquidity and Capital Resources at December 31, 2019

At December 31, 2019, the Company's working capital was $8,136,958 (2018 – $8,073,081). Investments in private and junior public companies that are included in working capital may not be liquid in the short term and present greater risk to Belgravia and its shareholders. The sources of cash in the period included cash from the management services consulting fees, proceeds from the sale of investments, and interest earned on cash in the bank accounts.

The consolidated financial statements for the year ended December 31, 2019 have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. This MD&A does not give effect to any adjustment which would be necessary should the Company be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in this MD&A.

Transactions with Related Parties

During the year ended December 31, 2019, the Company entered into the following transactions with related parties:

a) Paid or accrued short-term employee benefits $704,930 (2018 - $787,667), of which $465,000 (2018 - $581,000) was for Mehdi Azodi, $239,930 (2018 - $32,500) was for Paul Kania, and $nil (2018 - $174,167) was paid to Kevin Strong, former CFO.

1.

b) Paid or accrued directors' fees, included in administrative costs, of $205,000 (2018 - $291,750), of which $50,000 (2018 - $76,750) was for Ernest Angelo, $50,000 (2018 - $70,000) was for Knute Lee, $50,000 (2018- $70,000) was for Pierre Pettigrew, and $55,000 (2018 - $75,000) was for John Stubbs.

2.

3. Incurred share-based compensation in the form of stock options valued at $nil (2018 - $1,952,868), of which $nil (2018 - $578,193) was to Mehdi Azodi, $nil (2018 - $286,377) was to John Stubbs, $nil (2018 - $396,131) was to Pierre Pettigrew, $nil (2018 - $250,448) was to Ernest Angelo, $nil (2018 - $248,791) was to Knute Lee, and $nil (2018- $192,928) was to Kevin Strong.

4.

c) Included in accounts payable as at December 31, 2019 is $82,053 (2018- $nil) due to key management personnel, which includes officers and directors and corporations controlled by officers and directors.

Key management personnel compensation (including senior officers and directors of the Company):

	Year ended			
	December 31, 2019		December 31, 2018	
Short-term benefits *	$	704,930	$	787,667
Directors' fees **		205,000		291,750
Share-based compensation		-		1,952,868
Total remuneration	$	909,930	$	3,032,285

* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.
** Amounts are included within administration on the statement of loss and comprehensive loss.

Financial Instruments

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash and cash equivalents, investments, receivables, accounts payable and accrued liabilities.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy. Investments in public companies, mutual funds, money market funds and fixed income funds are measured at level one while investments in warrants and private companies are measured at level three. The warrant liability and embedded derivative are categorized as level three. The carrying value of receivables, accounts payable and accrued liabilities and employment liability approximate fair value because of the short-term nature of these instruments.

Other

Outstanding Share data as April 22, 2020:

(a) Authorized and issued share capital at April 22, 2020:

Class	Par Value	Authorized	Issued Number
Common	No Par Value	Unlimited	401,792,516 *

(*) In 2018, the Company bought back for cancellation 9,562,140 Treasury Shares.

(b) Summary of Options outstanding as at April 22, 2020:

Number of Options	Exercise Price	Expiry Date
2,500,000	$0.08	June 6, 2021
2,500,000		

Accounting Principles

The financial statements have been prepared in accordance with IFRS.

The policies and estimates are considered appropriate under the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process. See also Note 2 in the consolidated financial statements for the year ended December 31, 2019 and December 31, 2018 for additional detail on accounting principles.

Foreign currency translation

The consolidated financial statements are presented in Canadian dollars.

Transactions in foreign currencies are translated into the entity's functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the Canadian dollar are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in the statements of loss and comprehensive loss in the year in which they occur.

New standards, amendments and interpretations:

Effective January 1, 2019

IFRS 16 – Leases. IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. Effective January 1, 2019, the Company adopted this new standard. For short-term leases (lease term of 12 months or less), the Company has opted to recognize a lease expense on a straight-line basis as permitted by IFRS16. The Company has taken the exemption related to short-term leases. The adoption of IFRS 16 did not have a material effect on the Company's Financial Statements.

Risks and Uncertainties

Credit risk
The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies, from loans outstanding to employees and consultants, and from management services clients, which the Company believes will be fully collected, however there is a risk of non-payment from the management services clients.

Liquidity risk
As at December 31, 2019, the Company had a cash balance of $653,975 to settle current liabilities of $171,754. The Company is not subject to liquidity risk.

Interest rate risk
The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest some of excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates. Fluctuations in interest rates may impact the value of the Company's investments in publicly traded common shares and investments in floating rate debt and deposits.

Foreign currency risk
The Company's functional currency is the Canadian dollar; however, there are transactions in U.S. dollars and the Company keeps some of its cash in US currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate $50,000 impact on foreign exchange gain or loss.

Market and Investment risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The amounts at which the Company's publicly-traded investments could be disposed of currently may differ from their carrying values based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. Additionally, current market prices may differ significantly from the historical prices used to calculate fair value for the purposes of the Company's financial statements. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that market trends and changes in market prices result in a proportionate change in the carrying value of the Company's investments.

The Company's results of operations and financial condition are dependent upon the market value of the securities that comprise the Company's investment portfolio. Market value can be reflective of the actual or anticipated operating results of the Company's portfolio companies and/or the general market conditions that affect the sectors in which the Company invests. The Company's investments are primarily concentrated in the junior healthcare, natural resource, and technology industries, which results in exposure to higher volatility and risk than broader market investments and indexes. The value of any or all of the Company's investments could become zero in the future. There are various factors that could have a negative impact on investee companies and thereby have an adverse effect on the Company. Additionally, the Company's investments are mostly in small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows but which may not ever mature or generate the returns the Company expects or may require a number of years to do so. Technology and resource companies may never achieve success. This may create an irregular pattern in the Company's revenues (if any). Macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, thereby negatively impacting one or more of the portfolio companies concurrently. Company-specific risks could have an adverse effect on one or more of the Company's portfolio companies at any point in time. Company-specific and industry-specific risks which materially adversely affect the Company's investments may have a materially adverse impact on its operating results.

The Company holds investments in private and publicly-traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject securities could be subject to wide fluctuations in response to various factors beyond the control of the Company, including quarterly variations in the subject entities' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years, equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results.

Some investments may not be very liquid, and dispositions may take time or may be sold at less than market prices. The amounts at which the Company's private company investments could be disposed of currently may differ from their carrying values since there is no active market to dispose of these investments. Investments in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that the Company will otherwise be able to realize a return on such investments. The Company also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

Investments may include debt instruments and equity securities of companies that Belgravia does not control. These instruments and securities may be acquired by the Company in the secondary market or through purchases of securities from the issuer. Any such investment is subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments could decrease and the Company's financial condition, results of operations and cash flow could suffer as a result.

A 10% change in the fair values of the Company's investments at December 31, 2019 would have an $750,000 impact on results from operations.

Operating History and Expected Losses
The Company has a limited history of operations and no material earnings to date and there can be no assurance that the business of the Company will be successful or profitable. No dividends have been paid to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors.

The Company may need additional funding to complete its short and long-term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Company. Global financial conditions are subject to high volatility, thus access to public financing may be negatively impacted. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company. The market price of the Company's shares at any given point in time may not accurately reflect the long-term value. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

Growth Management
In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Regulatory & Legal Risks
The Company is subject to a number of technological challenges and requirements and can be subject to the regulations and standards imposed by applicable regulatory agencies.

Various federal, state or provincial and local laws govern the Company's business in the jurisdictions in which it operates or proposes to operate, or to which it exports or proposes to export our products, including laws and regulations relating to health and safety, conduct of operations and the production, management, transportation, storage and disposal of its products and of certain material used in its operations. Compliance with these laws and regulations requires concurrent compliance with complex federal, provincial or state and local laws. These laws change frequently and may be difficult to interpret and apply. Compliance with these laws and regulations requires the investment of significant financial and managerial resources, and a determination that it is not in compliance with these laws and regulations could harm its brand image and business. Moreover, it is impossible for the Company to predict the cost or effect of such laws, regulations or guidelines upon its future operations. Changes to these laws or regulations could negatively affect the Company's competitive position within our industry and the markets in which it operates

Reliance on Key Personnel and Advisors
The Company relies heavily on its officers and is dependent upon the services of key executives, including the Chief Executive Officer. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Litigation
The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the common shares of the Company and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand.

COVID-19 (Coronavirus) Risk
On March 11, 2020 the World Health Organization (WHO) declared COVID-19 (Coronavirus) outbreak as a "pandemic", namely, the worldwide spread of a new disease. The Government of Ontario announced on March 17, 2020 that it made an order declaring a state of emergency in response to coronavirus (COVID-19) (the "Government Order"). All provinces in Canada have now declared a state of emergency and/or state of public health emergency. On March 31, 2020 the Premier of Ontario announced that an order was made that all schools remain closed through to the end of April and most recently advised the province's public schools will not be reopening on May 4, 2020 amid the coronavirus pandemic. Further COVID-19 measures are expected to last until July 2020.

The outbreak and ensuing government restrictions raise corporate governance concerns and come with inherent commercial and operational risks due to potential disruptions to investee companies' supply chains, instances of high absenteeism, and/or travel risks. These effects are exacerbated now that the WHO raised its classification of the coronavirus to "pandemic" level. With three of the Company's directors currently residing outside of Canada, in the short term, the Company has decided to hold all board and committee meetings via telephone conference.

Ever-expanding governmental restrictions on travel, movement, and large gatherings have resulted in significant business interruptions and widespread event and travel cancellations, with a particularly salient impact on the stock markets and the Company's carrying values in investee companies in the mining resource and other sectors, resulting in a detrimental effect to the performance of Belgravia's stock liquidity and price, and ability to engage in management services. Further, there is no assurance that the ripple effect of COVID-19 will not continue to affect the performance of Belgravia for a considerable period of time in the future.

Other risks
To the extent of the holdings of the Company through its subsidiaries, the Company will be dependent on the cash flows of these subsidiaries to meet its obligations, which cash flows may be constrained by applicable taxation and other restrictions.

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

There are specific risks associated with some of the industries in which the Company invests, including legal cannabis, healthcare, technology, blockchain and natural resources.

Risks Related to the Medical Cannabis Industry

The Company has no commercial operations in the cannabis industry. The Company is not a grower or retailer of any cannabis products. The Company is a passive investor in the cannabis sector and in select circumstances may have one of its consultants or employees act as an advisor to a company operating legally in the sector.

The Legal Cannabis Market
The medical cannabis industry and market are relatively new in Canada and the U.S., and this industry and market may not continue to exist or grow as anticipated. The Company makes investments in companies and is internally creating products in a relatively new licit cannabis industry and market.

In addition to being subject to general business risks, the Company will need to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance, and compliance with regulations. These activities may not promote its products as effectively as intended, or at all. Competitive conditions, consumer preferences, patient requirements and pending patterns in this new industry and market are relatively unknown and may have unique circumstances that differ from existing industries and markets.

The Company and its investees are constrained by law in their ability to market their products in Canada.

Canadian Companies with U.S. Marijuana-Related Assets
In 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice"), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the US as permitted within a particular state's regulatory framework. All issuers with US cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents. Currently the activity of Belgravia Capital in the US cannabis sector is limited, and its industry involvement of cannabis activities is indirect (as such term is used in the Staff Notice) through investments in entities (the "Investees") operating in the US cannabis industry. More importantly, the Company

does not operate, does not control any subsidiary that is directly engaged in the cultivation or distribution of marijuana or cannabis in accordance with a US state license. Due of the Investees cannabis operations in the US (described below), the Company is subject to the requirements of the Staff Notice.

To date Belgravia Capital has not obtained independent legal advice regarding compliance with US state regulatory boundaries, exposure and various risks from US federal laws in the states where its Investees conduct operations. For each of the Investees involved in the US cannabis industry, as discussed below in the synopsis of holdings, to the best of the Company's knowledge, the Company is not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable US state for any of such Investees' business and the Company is not aware of: (i) any non-compliance by these Investees with respect to marijuana related activities, or (ii) any notices of violation with respect to any Investees' marijuana-related activities by its respective regulatory authorities. Cannabis laws may be subject to change in the US.

Ability to Access Public and Private Capital
The Company has an ongoing banking relationship with more than one Canadian chartered bank., including TD Canada Trust.

Since the cultivation, distribution and possession of cannabis is currently illegal under U.S. federal law and the Company may invest in companies with cannabis operations in the U.S, it is possible that banks may refuse to open bank accounts for the deposit of funds from businesses involved with the cannabis industry. The inability to open or maintain bank accounts with certain institutions could materially and adversely affect the business of the Company.

The Company has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. The Company has had investments in cannabis-related companies who were legally licenced and allowed to operate in the United States under state law since early 2018. The Company has not had to complete any private placements or public offerings since January 2018, and various factors including risk factors related to the Company's investment in the cannabis sector could negatively impact the Company's ability to raise capital, although the sector has been liquid and capital arrangements have been recently executed for numerous companies.

Although the Company has accessed private financing in the past, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants. There can be no assurance that additional financing, if raised privately, will be available to the Company when needed or on terms which are acceptable.

Reliance on third-party suppliers, manufacturers and contractors
Due to the uncertain and changing regulatory landscape for regulating cannabis in Canada and the United States, the Company's third-party suppliers and contractors may elect, at any time, to decline or withdraw services necessary for the Company's operations. Loss of these suppliers and contractors may have a material adverse effect on the Company's business and operational results.

Nature of The Company's Involvement in the U.S. Cannabis Industry
The Company does not conduct cannabis-related activities in the United States ("U.S.") except to the extent, if any, that holding non-controlling investments in entities directly involved in the U.S. cannabis industry constitutes conducting cannabis-related activities.

The Company has no direct involvement in the cultivation, possession or distribution of cannabis in the U.S. and does not provide goods or services to any entity that cultivates or distributes cannabis in the U.S.

The Company does not have any operational or management involvement with the companies listed below. As at December 31, 2019 the Company holds less than 1% of the outstanding shares in five companies with investments or operations in the U.S.

1. **Plus Products Inc.** is a CSE-listed branded cannabis products manufacturer company with headquarter in Palo Alto, California. It has introduced fast-acting edibles positioned for a healthy and active lifestyle audience seeking a premium cannabis experience. All products are hand-crafted with high quality ingredients without the gluten and calories found in competing edible products. The Company invested $347,405 to hold 124,999 common shares.

2. **Captor Capital Corp.** is a Canadian investment firm focused on the cannabis sector listed on the Canadian Securities Exchange, the OTC, and the Frankfurt Stock Exchange. A vertically integrated cannabis company, Captor provides recreational and medical marijuana-based products to consumers via its leading brands and

dispensary locations. Captor owns and operates advanced growing facilities which produce consistent high quality contaminant free marijuana for its customers, as well as other high demand cannabis based goods for consumption. Captor currently has a number of revenues generating cannabis investments including two wholly owned branded MedMen dispensaries in West Hollywood and Santa Ana, California. The Company invested $165,200 to hold 41,300 common shares.

3. **C21 Investments**, a CSE-listed company, is a vertically integrated cannabis company with newly acquired operations in Oregon, U.S.A. C21's focus is to expand where it can wholly-own indoor/outdoor cultivation operations, processing/extraction facilities, bakeries, branded products, and retail dispensaries with a large distribution network. The Company invested $205,410 to hold 162,000 common shares.

4. **Planet 13 Holdings Inc.,** a CSE-listed company, is vertically integrated cannabis company which owns a retail cannabis store, 6 licenses, and various cannabis product brands in Nevada. The Company invested $296,958 to hold 156,250 common shares.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company or its investees, including its reputation and ability to conduct business, the listing of its securities on any stock exchange, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial. The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

The following table is a summary of the Company's balance sheet exposure to U.S. cannabis-related activities as of December 31, 2019 via its non-controlling investments:

Current assets	$ 738,429
Non-current assets	$ -
Total assets	$ 738,429
Current liabilities	$ -
Non-current liabilities	$ -
Total liabilities	$ -

During the year ended December 31, 2019, the Company did not incur any operating expenses related to its investments in U.S. companies in the cannabis sector or recognize any operating revenue from its involvement in the U.S. cannabis sector. The Company's consolidated statements of loss and comprehensive loss includes net realized gain of $449,308 and unrealized loss of $234,864 on its investments in U.S. companies in the cannabis sector during the year.

Compliance of United States Operations

Investees of the Company described above are subject to regulations in the U.S. states in which they operate.

The Company's minority investments in the U.S. cannabis industry will be (i) only in those states that have enacted laws legalizing cannabis; and (ii) only in those state's where the Company can comply with state (and local) laws and regulations and has the licenses, permits or authorizations to properly carry on each element of its business.

Based on the Company's investigation, the investees of the Company are in compliance with applicable licensing requirements and the regulatory framework enacted by the States of Nevada, California and Oregon.

However, the Company has not obtained legal advice, either in the form of a legal opinion or otherwise, regarding (a) compliance with applicable state regulatory frameworks; and (b) potential exposure and implications arising from U.S. federal law.

In addition, the Company will continue to ensure that its investments in the U.S. are in compliance with applicable licensing requirements and the regulatory framework enacted in such States either by way of a review of such entities licenses or affirmation certifications from management. The Company will only invest in companies that are legally operating in the relevant U.S. States. The Company will continue to monitor, evaluate and re-assess the regulatory framework.

While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under United States federal law.

Overview of the cannabis industry in the US

Despite legal, regulatory and political obstacles, the U.S. cannabis industry continues to experience substantial growth. Cannabis Laws may be subject to change in the U.S.

In the U.S., 33 states and Washington D.C. have legalized medical marijuana, while 11 states and Washington D.C. have also legalized adult-use cannabis. At the federal level, however, cannabis currently remains a Schedule I controlled substance under the U.S. Controlled Substance Act of 1970 (the "CSA"). Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. As such, the manufacture, importation, possession, use or distribution of cannabis products remains illegal under U.S. federal law. This has created a dichotomy between state and federal law, whereby many states have elected to regulate and remove state-level penalties regarding a substance which is still illegal at the federal level.

While technically illegal, the U.S. federal government's approach to enforcement of such laws has, at least until recently, trended toward non-enforcement. On August 29, 2013, the U.S. Department of Justice ("DOJ") issued a memorandum known as the "Cole Memorandum" to all U.S. Attorneys' offices (federal prosecutors). The Cole Memorandum generally directed U.S. Attorneys not to prioritize the enforcement of federal cannabis laws against individuals and businesses that rigorously comply with state regulatory provisions in states with strictly-regulated medical or adult-use cannabis programs. The Cole Memorandum, while not legally binding, assisted in managing the tension between state and federal laws concerning state-regulated cannabis businesses.

However, on January 4, 2018 the Cole Memorandum was revoked by the Attorney General Jeff Sessions. While this did not create a change in federal law - as the Cole Memorandum was not itself law - the revocation added to the uncertainty of U.S. federal enforcement of the CSA in states where cannabis use is regulated. Sessions also issued a one-page memorandum known as the "Sessions Memorandum." This confirmed the rescission of the Cole Memorandum and explained that the Cole Memorandum was "unnecessary" due to existing general enforcement guidance as set forth in the U.S. Attorney's Manual (the "USAM"). The USAM enforcement priorities, like those of the Cole Memorandum, are also based on the federal government's limited resources, and include "law enforcement priorities set by the Attorney General," the "seriousness" of the alleged crimes, the "deterrent effect of criminal prosecution," and "the cumulative impact of particular crimes on the community."

While the Sessions Memorandum does emphasize that cannabis is a Schedule I controlled substance and states the statutory view that it is a "dangerous drug and that cannabis activity is a serious crime," it does not otherwise guide U.S. Attorneys that the prosecution of cannabis-related offenses is now a DOJ priority. Furthermore, the Sessions Memorandum explicitly describes itself as a guide to prosecutorial discretion. Such discretion is firmly in the hands of U.S. Attorneys in deciding whether or not to prosecute cannabis-related offenses. U.S. Attorneys could individually continue to exercise their discretion in a manner similar to that displayed under the Cole Memorandum's guidance. Dozens of U.S. Attorneys across the country have affirmed their commitment to proceeding in this manner, or otherwise affirming that their view of federal enforcement priorities has not changed, although a few have displayed greater ambivalence. In Nevada, the U.S. Attorney has yet to make any comments regarding the revocation of the Cole Memorandum or indicate any changes to enforcement priorities.

Jeff Sessions was replaced by William Barr as U.S. Attorney General. Currently, Barr's stance on cannabis legalization is not yet clear. However, Sens. Elizabeth Warren (D-Mass.) and Cory Gardner (R-Colo.), each hailing from marijuana-legal states, have co-sponsored the Strengthening the Tenth Amendment Through Entrusting States (STATES) Act, which was reintroduced in May 2019. The STATES Act does not remove marijuana from the Controlled Substances Act, but it does exempt pot-legal states from federal marijuana enforcement, if they adhere to baseline standards.

In terms of banking, the House Financial Services Committee advanced a bill called the SAFE Banking Act ON September 25, 2019. This measure would enable financial institutions to accept cannabis clients without fear of federal punishment.

Regulatory risks of cannabis industry in the U.S.

The cannabis sector is a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management of The Company may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Participants in the U.S. cannabis industry will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of The Company. Further, The Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct its business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future. A material adverse impact on The Company's financial statements also could occur for the period in which the effect of an unfavourable final outcome becomes probable and reasonably estimable.

The U.S. cannabis industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Company and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce The Company's earnings and could make future growth uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of The Company and which cannot be reliably predicted.

The Company does not expect to derive a large proportion of its revenues or investment gains from the U.S. cannabis industry, which industry is illegal under U.S. federal law. As a result of the conflicting views between state legislatures and the federal government regarding cannabis, cannabis businesses in the U.S. are subject to inconsistent legislation and regulation. Almost half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis without limits on THC, while other states have legalized and regulate the sale and use of medical cannabis with strict limits on the levels of THC. However, the U.S. federal government has not enacted similar legislation and the cultivation, sale and use of cannabis remains illegal under federal law pursuant to the CSA. The federal government of the U.S. has specifically reserved the right to enforce federal law in regards to the sale and disbursement of medical or adult-use use cannabis even if state law sanctioned such sale and disbursement. It is presently unclear whether the U.S. federal government intends to enforce federal laws relating to cannabis where the conduct at issue is legal under applicable state law. This risk was further heightened by the revocation of the Cole Memorandum in January 2018.

Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Further, there can be no assurance that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. It is also important to note that local and city ordinances may strictly limit and/or restrict the distribution of cannabis in a manner that will make it extremely difficult or impossible to transact business in the cannabis industry. If the U.S. federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing state laws are repealed or curtailed, then the Company's business would be materially and adversely affected. U.S. federal actions against any individual or entity engaged in the cannabis industry or a substantial repeal of cannabis related legislation could adversely affect the Company. There can be no assurances the federal government of the United States or other jurisdictions will not seek to enforce the applicable laws against The Company. The consequences of such enforcement would be materially adverse to the Company and the Company's business and could result in the forfeiture or seizure of all or substantially all of the Company's assets.

In addition, the export and import of medical cannabis is subject to United Nations treaties establishing country-by-country quotas and export and import permits are subject to these quotas which could limit the amount of medical cannabis the Company can export to any particular country.

Cannabis-related products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.

Anti-Money Laundering Laws and Regulations

The Company is subject to a variety of laws and regulations in Canada and the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the U.S. Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing

Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S. and Canada. Further, under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering, aiding and abetting, or conspiracy. The Company's activities, and any proceeds thereof, may be considered proceeds of crime due to the fact that cannabis remains illegal federally in the U.S. This may restrict the ability of The Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while The Company has no current intention to declare or pay dividends on its common shares in the foreseeable future, The Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

US State regulation overview

Oregon
The State passed the "Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act" in November 2014, which created the framework for people over the age of 21 purchase cannabis, as well as cultivate at home. The regulatory body that oversees these businesses is the Oregon Liquor and Control Commission" ("OLCC"), which enacted rules that commenced in June 2016 known as Division 25 of the Oregon Administrative Rules Division ("OAR Division 25"). There currently is no limit on the number of licenses being issues.

The latest Federal memorandum was issued in May 2018 by Attorney Williams for priorities to combat illicit cannabis operators. One major issue was the oversupply crossing state borders which is still Federally illegal. Other items included to combat cultivation that threaten federal land, selling to minors, and unlicensed producers. The Company has not found any other statement.

California
California was the first State to pass a medical marijuana law for medicinal use in 1996. However, it wasn't until September of 2015 when it passed the "Medical Cannabis Regulation and Safety Act" ("MCRSA") to establish licensing and regulations for this purpose. Later, in November 2016, the "Adult Use of Marijuana Act" ("AUMA") was enacted to tax and regulate use for adults over the age of 21 years of age.

In June 2017, the "Medical and Adult-Use Cannabis Regulation and Safety Act" ("MAUCRSA") passed the Senate, which combined the MCRSA and AUMA to regulate all cannabis use in the State. Later in November 2017, California introduced regulations which were to be governed by the California Bureau of Cannabis Control ("BCC"), California Department of Public Health and California Department of Food and Agriculture to provide further clarity on legalizing cannabis. These took effect on January 2018 when California fully legalized cannabis use.

Current rules imply cannabis operators must first be obtain local approval, as each locality governs what is prohibited in their jurisdiction. Once approved, the operator may apply for a State license, in which there currently is no limit in California. The only current stipulation is that of testing laboratories, which may not hold any other license. On January 16, 2019, the Office of Administrative Law (OAL) officially approved state regulations for cannabis businesses across the supply chain.

The latest Federal statement was issued in May 2018 by Attorney McGregor Scott, which provided $2.5 million in federal funds to combat illicit cannabis operators, while defending regulation of licit cannabis. And lastly, on May 22, 2019, the California Senate voted almost unanimously to pass a bill that would allow banks and credit unions to accept cash deposits from cannabis retailers. On October 12, 2019 California Governor Gavin Newsom signed Assembly Bill 37, which will allow California's cannabis businesses to deduct expenses on state income tax returns, which helps normalize the cannabis business in California.

Nevada
Nevada legalized medicinal use of marijuana in 2001, but it wasn't until 2015 that state-certified dispensaries became operational, which is governed by the Nevada Revised Statute ("NRS") 453A. This statue sets out the licensing and operational requirements for distribution and production of medicinal cannabis. Later in November 2016, sale of cannabis for adult use was set out by NRS 453A, which exempts a person who is 21 or older from state and local prosecution.

As of July 2017, the Nevada Department of Taxation ("NDT") became responsible for licensing and regulating cannabis businesses and the state medicinal program. For medicinal establishments, each must register with the NDT, as well as all people who work and volunteer there. Among some of the requirements are minimum liquidity and restrictions on locations.

These certificates expire every year and must be renewed. For recreational use, medical dispensaries can now have dual licenses. For strictly recreational dispensaries, locations are determined by county size.

Nevada Attorney General Adam Laxalt vehemently defends the cannabis state law since it was approved by the voters, making various statements against the Sessions Memorandum. Governor Steve Sisolak created a multiagency task force to root out criminal activity in the legal cannabis market. Governor Sislak also appointed Tyler Klimas to be the executive director of the new Cannabis Compliance Board (CCB)which is aimed at providing stronger oversight on the industry. Neither of these individuals are a federal authority or prosecutor, but their actions provide a good indication of the support for the cannabis industry in this State. US Attorney for the State of Nevada is Dayle Elieson, who has not clearly or publicly indicated her position on the Sessions Memorandum. The Company has not found any other recent statements made by Federal authorities in this State.

The Company's Investments in the Cannabis Industry (other than those operating in the U.S.)
The Company has invested in a minority interest (<1%) of Weekend Unlimited Inc. (CSE: POT), which was originally R&D Pharma Corp. ("R&D"), a private Canadian corporation developing a vertically integrated legal medicinal cannabis business in Jamaica.

Heightened Scrutiny and Canadian Securities Regulatory Matters
For the reasons set forth above, the Company's activities (investing in companies that operate in the U.S. or possible future sales of its own products in the U.S.) in the U.S. may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's activities in the U.S. or any other jurisdiction, in addition to those described herein.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("MOU") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the U.S. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis related activities in the U.S. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of common shares of The Company to make and settle trades. In particular, The Company common shares would become highly illiquid because until an alternative was implemented, investors would have no ability to effect a trade of such shares through the facilities of a Canadian stock exchange.

Regulatory Framework and Risks Relating to Cannabis in Canada

Summary of the Cannabis Act and Regulations

On December 13, 2016, the Task Force on Cannabis Legalization and Regulation (the "Task Force"), which was established by the Canadian Federal Government to seek input on the design of a new system to legalize, regulate and restrict access to cannabis, published its report outlining its recommendations. On April 13, 2017, the Canadian Federal Government released Bill C-45, An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts (the "Cannabis Act"), which proposed the enactment of the Cannabis Act (Canada) to regulate the production, distribution and sale of cannabis for unqualified adult use. On November 27, 2017, the House of Commons passed Bill C-45. On June 20, 2018 the Senate approved Bill C-45 and the Act received Royal Assent on June 21, 2018. The Cannabis Act came into force on October 17, 2018. Given that these regulations are very new, the impact of such regulatory changes on the Company's business, future business, and investments is unknown.

The Cannabis Act provides a licensing and permitting scheme for the production, importation, exportation, testing, packaging, labelling, sending, delivery, transportation, sale, possession and disposal of cannabis for nonmedicinal (i.e., adult use) use, to be implemented by regulations made under the Cannabis Act. The Cannabis Act maintains separate access to cannabis for medical purposes, including providing that import and export licenses and permits will only be issued in respect of cannabis for medical or scientific purposes or in respect of industrial hemp.

On July 11, 2018, the Federal Government published regulations in the Canada Gazette, Part II, to support the coming into force of the Cannabis Act, including the Cannabis Regulations ("Cannabis Regulations"), the new Industrial Hemp Regulations ("IHR", and together with the Cannabis Regulations, the "Regulations"), along with proposed amendments to the Narcotic Control Regulations and certain regulations under the Food and Drugs Act (Canada). The Regulations, among other things, outline the rules for the legal cultivation, processing, research, testing, distribution, sale, importation and exportation of cannabis and hemp in Canada, including the various classes of licenses that can be granted, and set standards for cannabis and hemp products that became available for legal sale on October 17, 2018.

As of October 17, 2018, the Cannabis Act and Regulations replaced the Access to Cannabis for Medical Purposes Regulation ("ACMPR") as the governing regulations in respect of the production, sale and distribution of medical cannabis and related oil extracts. Transitional provisions of the Cannabis Act provide that every license issued under Section 35 of the ACMPR that was in force immediately before the day on which the Cannabis Act came into force (being October 17, 2018) was deemed to be a licence issued under the Cannabis Act, and that such licence will continue in force until it is revoked or expires.

The Cannabis Regulations establish six classes of licenses:

1. Cultivation licenses;
2. Processing licenses;
3. Analytical testing licenses;
4. Sales for medical purposes licenses;
5. Research licenses; and
6. Cannabis drug licenses.

The Cannabis Regulations also create subclasses for cultivation licenses (standard cultivation, micro-cultivation and nursery) and processing licenses (standard processing and micro-processing). Different licenses and each sub-class therein, carry differing rules and requirements that are intended to be proportional to the public health and safety risks posed by each license category and each sub-class. Producers holding production and sales licenses under the ACMPR will be transferred to similar licenses under the Cannabis Act.

The Cannabis Regulations permit cultivation license holders to conduct both outdoor and indoor cultivation of cannabis, however no licensed activities (except for destruction, antimicrobial treatment and distribution) can take place in a "dwelling-house". The implications of the proposal to allow outdoor cultivation are not yet known, but such a development could be significant as it may reduce start-up capital required for new entrants in the cannabis industry. It may also ultimately lower prices as capital expenditure requirements related to growing outside are typically much lower than those associated with indoor growing.

The new IHR replaced the Industrial Hemp Regulations on October 17, 2018. The regulatory scheme for industrial hemp largely remains the same, however the IHR permits the sale of hemp plants to licensed cannabis producers, and licensing requirements were softened in accordance with the low risk posed by industrial hemp.

Cannabis Tracking System

Under the Cannabis Act, the Minister of Health is authorized to establish and maintain a national cannabis tracking system. The purpose of this system is to track cannabis throughout the supply chain to help prevent diversion of cannabis into, and out of, the legal market. The Cannabis Regulations provide the Minister of Health with the authority to make a ministerial order that would require certain persons named in such order to report specific information about their authorized activities with cannabis, in the form and manner specified by the Minister.

Cannabis Products

The Cannabis Regulations set out the requirements for the sale of cannabis products at the retail level permit the sale of dried cannabis, cannabis oil, fresh cannabis, cannabis plants, and cannabis seeds, including in such forms as "prerolled" and in capsules. The THC content and serving size of cannabis products is limited by the Cannabis Regulations. The IHR defines industrial hemp as cannabis plants whose leaves and flowering heads do not contain more than 0.3% THC. On October 17, 2019, Canada legalized edibles, topicals and extracts with CBD.

Packaging and Labelling

The Cannabis Regulations set out requirements pertaining to the packaging and labelling of cannabis products. Such requirements are intended to promote informed consumer choice and allow for the safe handling and transportation of cannabis. The Cannabis Regulations require all cannabis products to be packaged in a manner that is tamperproof and child-resistant.

While minor allowances for branding would be permitted, Health Canada is proposing strict limits on the use of colours, graphics, and other special characteristics of packaging. Cannabis package labels must include specific information, such as (i) product source information, including the class of cannabis and the name, phone number and email of the cultivator, (ii) a mandatory health warning, rotating between Health Canada's list of standard health warnings; (iii) the Health Canada standardized cannabis symbol; and (iv) information specifying THC and CBD content.

A cannabis product's brand name may only be displayed once on the principal display panel or, if there are separate principal display panels for English and French, only once on each principal display panel. It can be in any font style and any size, so long as it is equal to or smaller than the health warning message. The font must not be in metallic or fluorescent colour. In addition to the brand name, only one other brand element can be displayed.

Cannabis for Medical Purposes

Part 14 of the Cannabis Regulations sets out the regime for medical cannabis following legalization, which is to remain substantively the same as that which existed under the ACMPR, with adjustments to create consistency with rules for non-medical use, improve patient access, and reduce the risk of abuse within the medical access system. Patients who have the authorization of their healthcare provider will continue to have access to cannabis, either purchased directly from a federally licensed producer, or by registering to produce a limited amount of cannabis for their own medical purposes or designating someone to produce cannabis for them.

Under the Part 14 of the Cannabis Regulations, patients have three options for obtaining cannabis for medical purposes: (a) they can continue to access cannabis by registering with Licensed Producers; (b) they can register with Health Canada to produce a limited amount of cannabis for their own medical purposes; or (c) they can designate someone else to produce cannabis for them. With respect to (b) and (c), starting materials, such as marijuana plants or seeds, must be obtained from Licensed Producers. It is possible that (b) and (c) could adversely affect the business, future business, financial condition and results of operations of the Company or its investee companies.

Health Products and Cosmetics Containing Cannabis

Health Canada has taken a scientific, evidenced-based approach for the oversight of health products with cannabis that are approved with health claims, including prescription and non-prescription drugs, natural health products, veterinary drugs and veterinary health products, and medical devices. Under the Cannabis Regulations, the use of cannabis-derived ingredients (other than certain hemp seed derivatives containing no more than 10 parts per million THC) in cosmetics is permitted and will be subject to provisions of the Cannabis Act.

Import / Export Permits for Medical or Scientific Purposes

Part 10 of the Cannabis Regulations sets of the process by which a license holder may apply for an import or export permit for medical or scientific purposes, as set out in the regulations. A permit must be obtained for each shipment of cannabis. An application for an import or export permit must contain specific information including the name and address of the holder, license number and specifics of the particular shipment including intended use of the cannabis and specific shipment details. The Cannabis Regulations contain reporting requirements in respect of the import / export of cannabis in reliance of a permit issued under the Cannabis Regulations.

Provincial and Territorial Regulatory Framework for Recreational Cannabis

While the Cannabis Act provides for the regulation of the commercial production of cannabis for recreational purposes and related matters by the federal government, the Cannabis Act proposes that the provinces and territories of Canada will have authority to regulate other aspects of recreational cannabis (similar to what is currently the case for liquor and tobacco products), such as sale and distribution, minimum age requirements, places where cannabis can be consumed, and a range of other matters.

All Canadian provinces and territories have announced proposed regulatory regimes for the distribution and sale of cannabis for recreational purposes within those jurisdictions. Each of these Canadian jurisdictions has established a minimum age of 19 years old, except for Québec and Alberta, where the minimum age is 18.

Additional cannabis-related risk factors in Canada

The Company, or its subsidiaries or investee companies, may be subject to product liability claims or regulatory action if its products are alleged to have caused significant loss or injury. This risk is exacerbated by the fact that cannabis use may increase the risk of serious adverse side effects.

The Company may not be able to obtain adequate insurance coverage in respect of the risks, the premiums for such insurance may not continue to be commercially justifiable or there may be coverage limitations and other exclusions which may result in such insurance not being sufficient to cover potential liabilities.

The laws, regulations and guidelines generally applicable to the medical cannabis industry in Canada and other countries may change in ways that impact the Company's ability to continue its business as currently conducted or proposed to be conducted. The successful execution of any future cannabis-related business objectives is contingent upon compliance with all applicable laws and regulatory requirements in Canada and other jurisdictions and obtaining all other required regulatory approvals for the development, production, sale, import and export of our medical cannabis products. Failure to comply with applicable regulations or good manufacturing processes could prevent the Company or its investee companies from being able to carry on their business or execute future business plans.

The Company, through its investments, and some of its investee companies are dependent upon regulatory approvals and licenses for their ability to grow, process, package, store, sell and export medical cannabis and other products derived therefrom, and these regulatory approvals are subject to ongoing compliance requirements, reporting obligations and fixed terms requiring renewal. There can be no assurance that required licenses will be obtained, nor can there be any assurance that the Canadian government will continue to issue export permits on the same terms, or that other countries will allow, or continue to allow, imports.

As well, the legal landscape for medical and recreational cannabis is changing internationally. More countries have passed laws that allow for the production and distribution of cannabis for medical purposes in some form or another.

Increased international competition and/or limitations placed on the Company by Canadian regulators may impact the financial performance of the Company. The Company may seek to expand its business and operations into jurisdictions outside of Canada and the U.S. and there are risks associated with doing so and there can be no assurance that any market for The Company's products will develop in any such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations and the effects of competition. These factors may limit the Company's capability to successfully expand its operations and may have a material adverse effect on the Company's business, financial condition and results of operations.

Corporate Governance Practices

The disclosure required pursuant to National Instrument 58-101-Disclosure of Corporate Governance Practices was made by the Company in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported year. Actual results could differ from those estimates.

Other Information

The Company's website address is www.belgraviacapital.ca. Other information relating to the Company may be found on SEDAR at www.sedar.com.

BELGRAVIA
CAPITAL INTERNATIONAL

2019

Management’s Discussion and Analysis

for the nine months ended September 30, 2019

Form 51-102F1 – For the Period Ended September 30, 2019

Management's Discussion and Analysis

Belgravia Capital International Inc.

Hereinafter called "Belgravia", the "Company", or the "Corporation"

(Containing information up to and including October 23, 2019)

Description of Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Corporation for the period ended September 30, 2019 and audited consolidated financial statements of the year ended December 31, 2018. This MD&A was prepared as at October 23, 2019. This MD&A contains forward-looking information and statements, which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

All financial information is presented in Canadian dollars unless otherwise stated. All references to a year refer to the year-ended on December 31st of that year, and all references to a quarter refer to the quarter ended on September 30th of that year. The Corporation is a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and the Northwest Territories.

Unless otherwise noted, financial results are reported in accordance with International Financial Reporting Standards ("IFRS"). Further details are included in Note 2 of the condensed consolidated interim financial statements for the nine months ended September 30, 2019.

Additional information related to the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.belgraviacapital.ca.

Company Overview

Belgravia is a Canadian corporation focused on its three core business divisions: Incubation, Investments, and Royalty & Management Services. All three divisions are high risk and expose the Company's shareholders to significant risk. Belgravia's Incubation division will develop new companies in specific sectors. Belgravia Holdings, the Investments division, provides merchant banking services and invests in a portfolio of private and public companies with a focus on licit cannabis, technology, and, on an opportunistic basis, resources. The Royalty and Management Services division has developed a targeted royalty and fee income model and will provide services to support the development of early-stage companies, while taking steps to ensure it receives the water royalties owned by the Company. Belgravia is a corporation governed by the Canada Business Corporation's Act. The shares of the Company are listed on the Canadian Securities Exchange ("CSE") and the OTC Market under the symbols BLGV and BLGVF respectively. The Company's registered office is located at 1410-120 Adelaide Street W, Toronto, Ontario, M5H 1T1.

The Company may obtain financing through access to public and private equity markets, debt and partnerships or joint ventures.

Belgravia owns 100% of Intercontinental Potash Corp. ("ICP"), a Canadian company previously involved in resource exploration and mine development. On November 30, 2009, the Corporation completed a reverse-takeover ("RTO") with ICP. Legally, Belgravia is the parent of ICP, but for financial reporting purposes, Belgravia is considered to be a continuation of ICP. Belgravia was consolidated commencing on December 1, 2009.

Forward-Looking Statements

This MD&A includes certain statements that may be deemed "forward-looking statements" as defined under applicable securities law. Other than statements of historical facts, statements in this discussion including, but not limited to, statements that address future research and investment plans and expected or anticipated events or developments are forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, market prices, continued availability of capital and financing, general economic, market or business conditions, statements regarding planned investment activities & related returns, trends in the markets for medicinal or recreational use of cannabis and cannabinoids, the timing or assurance of the legalization of recreational cannabis, research and development activities, the potential value of royalties from water and other resources, technological advancement, competition, other statements that are not historical facts, and the risk factors identified herein. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, changes in market trends, capital markets, the completion, results and timing of research undertaken by the Company, risks associated with natural resource assets and investments, commodity prices, industry conditions, dependence upon regulatory, environmental, and governmental approvals, the uncertainty of obtaining additional financing, and risks associated with cannabis use for medicinal or recreational purposes. Other risks that could impact the Company's performance are described within this MD&A. These factors could also impact the Company's performance in the future and cause variances from period to period. Although the Corporation believes the expectations expressed in any forward-looking statement are based on reasonable assumptions, investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of annual and interim consolidated financial statements and the MD&A. The consolidated interim financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Summary of Quarterly Results

Selected quarterly financial information of the Corporation for the quarters ended September 30, 2019 is as follows:

Table of Results for the Quarters to September 30, 2019

		Sep 30 2019		Jun 30 2019		Mar 31 2019		Dec 31 2018
Total assets	$	10,060,339	$	9,208,677	$	9,820,985	$	8,655,163
Property, plant and equipment	$	5,007	$	5,682	$	6,356	$	7,031
Working capital	$	9,201,070	$	8,435,635	$	8,749,805	$	8,073,081
Shareholders' equity	$	9,595,962	$	8,893,614	$	9,533,929	$	8,457,526
Interest income	$	2,077	$	569	$	336	$	33,309
Net income (loss)	$	702,348	$	(640,315)	$	1,076,403	$	(2,114,782)
Basic income (loss) per share	$	0.00	$	(0.00)	$	0.00		(0.01)
Fully diluted income (loss) per share	$	0.00	$	(0.00)	$	0.00		(0.01)

Selected quarterly financial information of the Corporation for the quarters ended September 30, 2018 is as follows:

Table of Results for the Quarters to September 30, 2018

	Sep 30 2018	Jun 30 2018	Mar 31 2018	Dec 31 2017
Total assets	$ 11,061,056	$ 11,756,931	$ 11,899,601	$ 4,100,279
Property, plant and equipment	$ 4,549	$ 5,019	$ 1,125	$ 1,266
Working capital	$ 10,886,925	$ 11,684,883	$ 11,673,562	$ 3,476,189
Shareholders' equity	$ 10,891,474	$ 11,689,902	$ 11,674,687	$ 3,477,455
Interest income	$ 27,033	$ 2,893	$ 25,114	$ 539
Net income (loss)	$ (826,428)	$ (596,851)	$ (3,495,591)	$ 3,354,442
Basic income (loss) per share	$ (0.00)	$ (0.00)	$ (0.01)	$ 0.01
Fully diluted income (loss) per share	$ (0.00)	$ (0.00)	$ (0.01)	$ 0.01

Results of Operations for the Quarter ended September 30, 2019

The Company did not generate operating revenue during the quarter ended September 30, 2019 other than management services fees. The Company also earned investment and interest income.

Office and Administration Expenses

Administration and related costs amounted to $88,730 (2018 – $104,872) for the quarter. This included director fees, annual general meeting, insurance, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, utilities and related costs.

Business development and market development spending for the quarter was $44,410 (2018 - $24,563). Business development costs included activities related to the search for partners as well as exploring new investment strategies.

Consulting fees in the quarter were $75,000 (2018 – $133,060); this was mostly in respect of strategy, management and capital markets consulting.

Depreciation during the quarter amounted to $675 (2018 - $470). This relates to depreciation of computer equipment.

Investor relations cost in the quarter was $40,848 (2018 – $43,040). This amount is for expenses related to offsite events, conferences and roadshows, meetings with shareholders and potential shareholders, and other investor relations activities.

Professional fees of $36,021 (2018 – $157,004) for the quarter were incurred in respect of auditing costs, other accounting costs, and legal costs.

Regulatory fees including transfer agent and filing fees and CSE fees were $9,575 (2018 - $18,409). This is for transfer agent and other stock exchange listing fees and securities filings.

Rent and storage in the quarter were $30,180 (2018 - $30,180). This is for rental offices in Toronto and Kelowna.

Travel, including related costs, for the quarter amounted to $42,789 (2018 – $11,283) and were composed of such costs not specifically related to investor relations and business development.

Wages and benefits for the quarter amounted to $240,809 (2018 – $179,789). This amount included the compensation and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Controller, Vice President, management and administrative staff.

Management services revenue for the quarter was $33,650 (2018 - $185,000).

Interest income for the quarter was $2,077 (2018 - $27,033).

<u>Investment Portfolio</u>

The Company invests in a diversified portfolio of private and public companies and money market & bond funds with a focus on healthcare/biotech, technology, licit cannabis and, on an opportunistic basis, resources with a goal to provide a risk-appropriate return to its shareholders through capital gains in accordance with the Company's investment guidelines.

During the quarter ended September 30, 2019, the Company recorded an unrealized gain of $1,289,737 (2018 – unrealized loss $313,265) for equity, debt and mutual fund investments and an unrealized gain of $178,844 (2018 –$102,118) for warrants.

During the quarter ended September 30, 2019, the Company sold certain of its investments for proceeds totalling $656,502 (2018 - $4,897,031) and recognized a loss of $204,090 (2018 – $7,714).

As at September 30, 2019, fair value of the investments was $7,922,858 (2018 - $6,190,350). This includes value of equity investments of $6,696,514 (2018 - $5,353,025), debt instrument of $325,000 (2018 - $nil), and value of warrants of $901,344 (2018 - $837,325). The Company has made diversified investments in the common shares of public and private companies in the areas of technology, blockchain, legal cannabis and mineral resources with a total approximate initial investment of $6 million.

Belgravia currently holds twenty-two investments: eighteen public and four private companies. The value of the investments in private companies might only be realized if those companies are sold or if they go public to create liquidity.

<u>Royalty & Management Services Division:</u>

Year-to-date, Belgravia had been awarded management service contracts with a value of $346,500, of which $172,870 (2018 - $659,750) has been recognized as revenue. These services are in respect to business strategy, capital markets, public disclosure, governance, accounting, finance, and corporate personnel. Belgravia generally offers these advisory services, mentoring, and access to the Belgravia's network to its investees in order to help these companies succeed and develop, which results in increases to the value of Belgravia's investment. The Company uses consultants as needed to provide services under these management services agreements.

There is no assurance that the Company will continue to earn management services revenue as each agreement is negotiated on a one-off basis and generally for a period of less than 12 months. These revenues come from high risk companies that may default on payments under the management services agreements.

The Company holds an interest in up to USD$12.2 million of anticipated water and mineral royalties from its previously-owned Ochoa project. Belgravia is actively pursuing these royalties through the retention of a legal advisor. No royalties have been received to date and there is no assurance that these royalties will ever be received.

<u>Financings</u>

During the period ended September 30, 2019, the Company issued nil common shares.

During the nine-month period ended September 30, 2018, the Company issued the following common shares:

-
- On January 10, 2018, the Company issued 133,990,000 units pursuant to a private placement at $0.05 per unit for gross proceeds of $6,699,500. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for $0.06 per share until May 10, 2019, provided that if, at any time after the date which is four months and one day following the closing date, the volume weighted average price of the common shares is equal to or exceeds $0.21 for 18

consecutive trading days, the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date (the "Accelerated Expiry Date") which is 30 days following of a press release by the Company announcing the Accelerated Expiry Date. The Company issued 3,649,200 finder's warrants to certain eligible arm's length parties entitling the holder to acquire one Common Share for a period of 12 months at an exercise price equal to $0.19.

- The Company issued 2,400,000 shares at an average price of $0.095 for gross proceeds of $228,000 pursuant to the exercise of stock options.
  - The Company issued 30,843,810 shares at $0.08 for gross proceeds of $2,467,505 pursuant to the exercise of warrants.
  - The Company issued 280,000 shares at $0.06 for gross proceeds of $16,800 pursuant to the exercise of broker warrants.
  - The Company issued 5,000,000 shares at a deemed price of $0.10 per share with a deemed value of $500,000 as consideration to acquire 2,000,000 common shares of R&D Pharma Corp. The shares of the Company had a market price of $0.05 on that date, so the investment was initially recorded at $250,000 and an immediate unrealized gain of $250,000 was recorded on the transaction date.

<u>Liquidity and Capital Resources at September 30, 2019</u>

At September 30, 2019, the Corporation's working capital was $9,201,070 (2018 – $10,886,925). Investments in private and junior public companies that are included in working capital may not be liquid in the short term and present greater risk to Belgravia and its shareholders. The sources of cash in the period included cash from the management services consulting fees, proceeds from the sale of investments, and interest earned on cash in the bank accounts.

The consolidated financial statements for the period September 30, 2019 have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. This MD&A does not give effect to any adjustment which would be necessary should the Corporation be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in this MD&A.

<u>Transactions with Related Parties</u>

During the nine-month period ended September 30, 2019, the Company entered into the following transactions with related parties:

d) Paid or accrued short-term employee benefits $618,500 (2018 - $666,500), of which $418,500 (2018 - $501,500) was for Mehdi Azodi, $200,000 (2018 - $nil) was for Paul Kania, and $90,000 (2018 - $165,000) was paid to the prior CFO Kevin Strong.

5.

e) Paid or accrued directors' fees, included in administrative costs, of $153,750 (2018 - $240,500), of which $37,500 (2018 - $64,250) was for Ernest Angelo, $37,500 (2018 - $57,500) was for Knute Lee, $37,500 (2018- $57,500) was for Pierre Pettigrew, and $41,250 (2018 - $61,250) was for John Stubbs.

6.

7. Incurred share-based compensation in the form of stock options valued at $nil (2018 - $1,952,868), of which $nil (2018 - $578,193) was to Mehdi Azodi, $nil (2018 - $286,377) was to John Stubbs, $nil (2018 - $396,131) was to Pierre Pettigrew, $nil (2018 - $250,448) was to Ernest Angelo, $nil (2018 - $248,791) was to Knute Lee, and $nil (2018- $192,928) was to Kevin Strong.

8.

f) Included in accounts payable as at September 30, 2019 is $261,625 (2018- $58,906) due to key management personnel, which includes officers and directors and corporations controlled by officers and directors.

9.

g) Included in prepaid expenses as at September 30, 2019 is $14,480 (2018- $7,958) prepaid to key management personnel, which includes officers and directors and corporations controlled by officers and directors.

Key management personnel compensation (including senior officers and directors of the Company):

	Nine-month period ended	
	September 30, 2019	September 30, 2018
Short-term benefits *	$ 618,500	$ 666,500
Directors' fees **	153,750	240,500
Share-based compensation	-	1,952,868
Total remuneration	$ 772,250	$ 2,859,868

* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.
** Amounts are included within administration on the statement of loss and comprehensive loss.

Financial Instruments

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash and cash equivalents, investments, receivables, accounts payable and accrued liabilities.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy. Investments in public companies, mutual funds, money market funds and fixed income funds are measured at level one while investments in warrants and private companies are measured at level three. The warrant liability and embedded derivative are categorized as level three. The carrying value of receivables, accounts payable and accrued liabilities and employment liability approximate fair value because of the short-term nature of these instruments.

Other

Outstanding Share data as October 23, 2019:

(a) Authorized and issued share capital at October 23, 2019:

Class	Par Value	Authorized	Issued Number
Common	No Par Value	Unlimited	401,792,516 *

(*) In 2018, the Company bought back for cancellation 9,562,140 Treasury Shares.

(b) Summary of Options outstanding as at October 23, 2019:

Number of Options	Exercise Price	Expiry Date
2,500,000	$0.08	June 6, 2021
2,500,000		

Accounting Principles

The financial statements have been prepared in accordance with IFRS.

The policies and estimates are considered appropriate under the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process. See also Note 2 in the condensed consolidated interim financial statements for the period ended September 30, 2019 and also the consolidated financial statements for the year ended December 31, 2018 for additional detail on accounting principles.

Foreign currency translation

The consolidated interim financial statements are presented in Canadian dollars.

Transactions in foreign currencies are translated into the entity's functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the Canadian dollar are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in the statements of loss and comprehensive loss in the year in which they occur.

New standards, amendments and interpretations:

Effective January 1, 2019

IFRS 16 – Leases. IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The adoption of IFRS 16 did not have an impact on the Company's consolidated financial statements.

Risks and Uncertainties

Credit risk
The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies, from loans outstanding to employees and consultants, and from management services clients, which the Company believes will be fully collected, however there is a risk of non-payment from the management services clients.

Liquidity risk
As at September 30, 2019, the Company had a cash balance of $1,794,327 to settle current liabilities of $464,377. The Company is not subject to liquidity risk.

Interest rate risk
The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest some of excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates. Fluctuations in interest rates may impact the value of the Company's investments in publicly traded common shares and investments in floating rate debt and deposits.

Foreign currency risk
The Company's functional currency is the Canadian dollar; however, there are transactions in U.S. dollars and the Company keeps some of its cash in US currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate $110,000 impact on foreign exchange gain or loss.

Market and Investment risk
Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The amounts at which the Company's publicly-traded investments could be disposed of currently may differ from their carrying values based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. Additionally, current market prices may differ significantly from the historical prices used to calculate fair value for the purposes of the Company's financial statements. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that market trends and changes in market prices result in a proportionate change in the carrying value of the Company's investments.

The Company's results of operations and financial condition are dependent upon the market value of the securities that comprise the Company's investment portfolio. Market value can be reflective of the actual or anticipated operating results of the Company's portfolio companies and/or the general market conditions that affect the sectors in which the Company invests. The Company's investments are primarily concentrated in the junior healthcare, natural resource, and technology industries, which results in exposure to higher volatility and risk than broader market investments and indexes. The value of any or all of the Company's investments could become zero in the future. There are various factors that could have a negative impact on investee companies and thereby have an adverse effect on the Company. Additionally, the Company's investments are mostly in small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows but which may not ever mature or generate the returns the Company expects or may require a number of years to do so. Technology and resource companies may never achieve success. This may create an irregular pattern in the Company's revenues (if any). Macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, thereby negatively impacting one or more of the portfolio companies concurrently. Company-specific risks could have an adverse effect on one or more of the Company's portfolio companies at any point in time. Company-specific and industry-specific risks which materially adversely affect the Company's investments may have a materially adverse impact on its operating results.

The Company holds investments in private and publicly-traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject securities could be subject to wide fluctuations in response to various factors beyond the control of the Company, including quarterly variations in the subject entities' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years, equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results

Some investments may not be very liquid, and dispositions may take time or may be sold at less than market prices. The amounts at which the Company's private company investments could be disposed of currently may differ from their carrying values since there is no active market to dispose of these investments. Investments in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that the Company will otherwise be able to realize a return on such investments. The Company also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

Investments may include debt instruments and equity securities of companies that Belgravia does not control. These instruments and securities may be acquired by the Company in the secondary market or through purchases of securities from the issuer. Any such investment is subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments could decrease and the Company's financial condition, results of operations and cash flow could suffer as a result.

A 10% change in the fair values of the Company's investments at September 30, 2019 would have an $792,000 impact on results from operations.

Operating History and Expected Losses
The Corporation has a limited history of operations and no material earnings to date and there can be no assurance that the business of the Corporation will be successful or profitable. No dividends have been paid to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors.

The Company expects to make significant investments in its subsidiaries in order to develop healthcare products, undertake marketing efforts, improve its operations, and conduct research and development. As a result, start-up operating losses are expected in these subsidiaries and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company. As these projects are at an early stage, they may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

The Corporation may need additional funding to complete its short and long-term objectives. The ability of the Corporation to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Corporation. Global financial conditions are subject to high volatility, thus access to public financing may be negatively impacted. There can be no assurances that the Corporation will be successful in its efforts to raise additional financing on terms satisfactory to the Corporation. The market price of the Corporation's shares at any given point in time may not accurately reflect the long-term value. If adequate funds are not available or not available on acceptable terms, the Corporation may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

Growth Management
In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Regulatory & Legal Risks
The Company is subject to a number of technological challenges and requirements and can be subject to the regulations and standards imposed by applicable regulatory agencies.

Various federal, state or provincial and local laws govern the Company's business in the jurisdictions in which it operates or proposes to operate, or to which it exports or proposes to export our products, including laws and regulations relating to health and safety, conduct of operations and the production, management, transportation, storage and disposal of its products and of certain material used in its operations. Compliance with these laws and regulations requires concurrent compliance with complex federal, provincial or state and local laws. These laws change frequently and may be difficult to interpret and apply. Compliance with these laws and regulations requires the investment of significant financial and managerial resources, and a determination that it is not in compliance with these laws and regulations could harm its brand image and business. Moreover, it is impossible for the Company to predict the cost or effect of such laws, regulations or guidelines upon its future operations. Changes to these laws or regulations could negatively affect the Company's competitive position within our industry and the markets in which it operates

Reliance on Key Personnel and Advisors
The Company relies heavily on its officers and is dependent upon the services of key executives, including the Chief Executive Officer. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Litigation
The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the common shares of the Company and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand.

Other risks
To the extent of the holdings of the Company through its subsidiaries, the Company will be dependent on the cash flows of these subsidiaries to meet its obligations, which cash flows may be constrained by applicable taxation and other restrictions.

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

There are specific risks associated with some of the industries in which the Company invests, including legal cannabis, healthcare, technology, blockchain and natural resources.

<u>Risks Related to the Medical Cannabis Industry</u>

The Company has no commercial operations in the cannabis industry. The Company is not a grower or retailer of any cannabis products. The Company is a passive investor in the cannabis sector and in select circumstances may have one of its consultants or employees act as an advisor to a company operating legally in the sector.

The Legal Cannabis Market
The medical cannabis industry and market are relatively new in Canada and the U.S., and this industry and market may not continue to exist or grow as anticipated. The Company makes investments in companies and is internally creating products in a relatively new licit cannabis industry and market.

In addition to being subject to general business risks, the Company will need to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance, and compliance with regulations. These activities may not promote its products as effectively as intended, or at all. Competitive conditions, consumer preferences, patient requirements and pending patterns in this new industry and market are relatively unknown and may have unique circumstances that differ from existing industries and markets.

The Company and its investees are constrained by law in their ability to market their products in Canada.

Canadian Companies with U.S. Marijuana-Related Assets
In 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice"), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the US as permitted within a particular state's regulatory framework. All issuers with US cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents. Currently the activity of Belgravia Capital in the US cannabis sector is limited, and its industry involvement of cannabis activities is indirect (as such term is used in the Staff Notice) through investments in entities (the "Investees") operating in the US cannabis industry. More importantly, the Company does not operate, does not control any subsidiary that is directly engaged in the cultivation or distribution of marijuana or cannabis in accordance with a US state license. Due of the Investees cannabis operations in the US (described below), the Company is subject to the requirements of the Staff Notice.

To date Belgravia Capital has not obtained independent legal advice regarding compliance with US state regulatory boundaries, exposure and various risks from US federal laws in the states where its Investees conduct operations. For each of the Investees involved in the US cannabis industry, as discussed below in the synopsis of holdings, to the best of the Company's knowledge, the Company is not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable US state for any of such Investees' business and the Company is not aware of: (i) any non-compliance by these Investees with respect to marijuana related activities, or (ii) any notices of violation with respect to any Investees' marijuana-related activities by its respective regulatory authorities. Cannabis laws may be subject to change in the US.

Ability to Access Public and Private Capital
The Company has an ongoing banking relationship with more than one Canadian chartered bank., including TD Canada Trust.

Since the cultivation, distribution and possession of cannabis is currently illegal under U.S. federal law and the Company may invest in companies with cannabis operations in the U.S, it is possible that banks may refuse to open bank accounts for the deposit of funds from businesses involved with the cannabis industry. The inability to open or maintain bank accounts with certain institutions could materially and adversely affect the business of the Company.

The Company has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. The Company has had investments in cannabis-related companies who were legally licenced and allowed to operate in the United States under state law since early 2018. The Company has not had to complete any private placements or public offerings since January 2018, and various factors including risk factors related to the Company's investment in the cannabis sector could negatively impact the Company's ability to raise capital, although the sector has been liquid and capital arrangements have been recently executed for numerous companies.

Although the Company has accessed private financing in the past, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants. There can be no assurance that additional financing, if raised privately, will be available to the Company when needed or on terms which are acceptable.

Reliance on third-party suppliers, manufacturers and contractors
Due to the uncertain and changing regulatory landscape for regulating cannabis in Canada and the United States, the Company's third-party suppliers and contractors may elect, at any time, to decline or withdraw services necessary for the Company's operations. Loss of these suppliers and contractors may have a material adverse effect on the Company's business and operational results.

Nature of The Company's Involvement in the U.S. Cannabis Industry
The Company does not conduct cannabis-related activities in the United States ("U.S.") except to the extent, if any, that holding non-controlling investments in entities directly involved in the U.S. cannabis industry constitutes conducting cannabis-related activities.

The Company has no direct involvement in the cultivation, possession or distribution of cannabis in the U.S. and does not provide goods or services to any entity that cultivates or distributes cannabis in the U.S.

The Company does not have any operational or management involvement with the companies listed below and holds less than 1% of the outstanding shares in five companies with investments or operations in the U.S.

5. **Plus Products Holdings Inc.** is a CSE-listed branded cannabis products manufacturer company with headquarter in Palo Alto, California. It has introduced fast-acting edibles positioned for a healthy and active lifestyle audience seeking a premium cannabis experience. All products are hand-crafted with high quality ingredients without the gluten and calories found in competing edible products. Plus Products Inc. (CSE: PLUS) completed its initial public offering of 6,153,847 subordinate voting shares at a price of $3.25 per share for total gross proceeds of $20,000,000 and began trading on the CSE on October 29, 2018. The Company currently invested $358,446 to hold 124,999 common shares.

6. **Captor Capital Corp.** is a Canadian investment firm focused on the cannabis sector listed on the Canadian Securities Exchange, the OTC, and the Frankfurt Stock Exchange. A vertically integrated cannabis company, Captor provides recreational and medical marijuana-based products to consumers via its leading brands and dispensary locations. Captor owns and operates advanced growing facilities which produce consistent high quality contaminant free marijuana for its customers, as well as other high demand cannabis based goods for consumption. Captor currently has a number of revenues generating cannabis investments including two wholly owned branded

MedMen dispensaries in West Hollywood and Santa Ana, California. In October 2018, Captor had consolidated of its issued and outstanding share capital on the basis of one post-consolidation share for each twenty (20) pre-consolidation common shares. The Company currently invested $165,200 to hold 41,300 common shares.

7. **C21 Investments**, a CSE-listed company, is a vertically integrated cannabis company with newly acquired operations in Oregon, U.S.A. C21's focus is to expand where it can wholly-own indoor/outdoor cultivation operations, processing/extraction facilities, bakeries, branded products, and retail dispensaries with a large distribution network. The Company currently invested $205,410 to hold 162,000 common shares.

8. **Planet 13 Holdings Inc.,** a CSE-listed company, is vertically integrated cannabis company which owns a retail cannabis store, 6 licenses, and various cannabis product brands in Nevada. The Company currently invested $339,375 to hold 156,250 common shares.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company or its investees, including its reputation and ability to conduct business, the listing of its securities on any stock exchange, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial. The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

The following table is a summary of the Company's balance sheet exposure to U.S. cannabis-related activities as of September 30, 2019 via its non-controlling investments:

Current assets	$ 931,012
Non-current assets	$ -
Total assets	$ 931,012
Current liabilities	$ -
Non-current liabilities	$ -
Total liabilities	$ -

During the nine-month period, the Company did not incur any operating expenses related to its investments in U.S. companies in the cannabis sector or recognize any operating revenue from its involvement in the U.S. cannabis sector. The Company's condensed consolidated interim statements of income and comprehensive income (loss) includes net realized gain of $449,308 and unrealized gain of $193,218 on its investments in U.S. companies in the cannabis sector during the period.

Compliance of United States Operations

Investees of the Company described above are subject to regulations in the U.S. states in which they operate.

The Company's minority investments in the U.S. cannabis industry will be (i) only in those states that have enacted laws legalizing cannabis; and (ii) only in those state's where the Company can comply with state (and local) laws and regulations and has the licenses, permits or authorizations to properly carry on each element of its business.

Based on the Company's investigation, the investees of the Company are in compliance with applicable licensing requirements and the regulatory framework enacted by the States of Nevada, California and Oregon.

However, the Company has not obtained legal advice, either in the form of a legal opinion or otherwise, regarding (a) compliance with applicable state regulatory frameworks; and (b) potential exposure and implications arising from U.S. federal law.

In addition, the Company will continue to ensure that its investments in the U.S. are in compliance with applicable licensing requirements and the regulatory framework enacted in such States either by way of a review of such entities licenses or affirmation certifications from management. The Company will only invest in companies that are legally operating in the relevant U.S. States. The Company will continue to monitor, evaluate and re-assess the regulatory framework.

While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under United States federal law.

Overview of the cannabis industry in the US

Despite legal, regulatory and political obstacles, the U.S. cannabis industry continues to experience substantial growth. Cannabis Laws may be subject to change in the U.S.

In the U.S., 33 states and Washington D.C. have legalized medical marijuana, while 11 states and Washington D.C. have also legalized adult-use cannabis. At the federal level, however, cannabis currently remains a Schedule I controlled substance under the U.S. Controlled Substance Act of 1970 (the "CSA"). Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. As such, the manufacture, importation, possession, use or distribution of cannabis products remains illegal under U.S. federal law. This has created a dichotomy between state and federal law, whereby many states have elected to regulate and remove state-level penalties regarding a substance which is still illegal at the federal level.

While technically illegal, the U.S. federal government's approach to enforcement of such laws has, at least until recently, trended toward non-enforcement. On August 29, 2013, the U.S. Department of Justice ("DOJ") issued a memorandum known as the "Cole Memorandum" to all U.S. Attorneys' offices (federal prosecutors). The Cole Memorandum generally directed U.S. Attorneys not to prioritize the enforcement of federal cannabis laws against individuals and businesses that rigorously comply with state regulatory provisions in states with strictly-regulated medical or adult-use cannabis programs. The Cole Memorandum, while not legally binding, assisted in managing the tension between state and federal laws concerning state-regulated cannabis businesses.

However, on January 4, 2018 the Cole Memorandum was revoked by the Attorney General Jeff Sessions. While this did not create a change in federal law - as the Cole Memorandum was not itself law - the revocation added to the uncertainty of U.S. federal enforcement of the CSA in states where cannabis use is regulated. Sessions also issued a one-page memorandum known as the "Sessions Memorandum." This confirmed the rescission of the Cole Memorandum and explained that the Cole Memorandum was "unnecessary" due to existing general enforcement guidance as set forth in the U.S. Attorney's Manual (the "USAM"). The USAM enforcement priorities, like those of the Cole Memorandum, are also based on the federal government's limited resources, and include "law enforcement priorities set by the Attorney General," the "seriousness" of the alleged crimes, the "deterrent effect of criminal prosecution," and "the cumulative impact of particular crimes on the community."

While the Sessions Memorandum does emphasize that cannabis is a Schedule I controlled substance and states the statutory view that it is a "dangerous drug and that cannabis activity is a serious crime," it does not otherwise guide U.S. Attorneys that the prosecution of cannabis-related offenses is now a DOJ priority. Furthermore, the Sessions Memorandum explicitly describes itself as a guide to prosecutorial discretion. Such discretion is firmly in the hands of U.S. Attorneys in deciding whether or not to prosecute cannabis-related offenses. U.S. Attorneys could individually continue to exercise their discretion in a manner similar to that displayed under the Cole Memorandum's guidance. Dozens of U.S. Attorneys across the country have affirmed their commitment to proceeding in this manner, or otherwise affirming that their view of federal enforcement priorities has not changed, although a few have displayed greater ambivalence. In Nevada, the U.S. Attorney has yet to make any comments regarding the revocation of the Cole Memorandum or indicate any changes to enforcement priorities.

Jeff Sessions was replaced by William Barr as U.S. Attorney General. Currently, Barr's stance on cannabis legalization is not yet clear. However, Sens. Elizabeth Warren (D-Mass.) and Cory Gardner (R-Colo.), each hailing from marijuana-legal states, have co-sponsored the Strengthening the Tenth Amendment Through Entrusting States (STATES) Act, which was reintroduced in May 2019. The STATES Act does not remove marijuana from the Controlled Substances Act, but it does exempt pot-legal states from federal marijuana enforcement, if they adhere to baseline standards.

In terms of banking, the House Financial Services Committee advanced a bill called the SAFE Banking Act ON September 25, 2019. This measure would enable financial institutions to accept cannabis clients without fear of federal punishment.

Regulatory risks of cannabis industry in the U.S.

The cannabis sector is a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management of The Company may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Participants in the U.S. cannabis industry will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of The Company. Further, The Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct its business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future. A material adverse impact on The Company's financial statements also could occur for the period in which the effect of an unfavourable final outcome becomes probable and reasonably estimable.

The U.S. cannabis industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Company and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce The Company's earnings and could make future growth uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of The Company and which cannot be reliably predicted.

The Company does not expect to derive a large proportion of its revenues or investment gains from the U.S. cannabis industry, which industry is illegal under U.S. federal law. As a result of the conflicting views between state legislatures and the federal government regarding cannabis, cannabis businesses in the U.S. are subject to inconsistent legislation and regulation. Almost half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis without limits on THC, while other states have legalized and regulate the sale and use of medical cannabis with strict limits on the levels of THC. However, the U.S. federal government has not enacted similar legislation and the cultivation, sale and use of cannabis remains illegal under federal law pursuant to the CSA. The federal government of the U.S. has specifically reserved the right to enforce federal law in regards to the sale and disbursement of medical or adult-use use cannabis even if state law sanctioned such sale and disbursement. It is presently unclear whether the U.S. federal government intends to enforce federal laws relating to cannabis where the conduct at issue is legal under applicable state law. This risk was further heightened by the revocation of the Cole Memorandum in January 2018.

Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Further, there can be no assurance that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. It is also important to note that local and city ordinances may strictly limit and/or restrict the distribution of cannabis in a manner that will make it extremely difficult or impossible to transact business in the cannabis industry. If the U.S. federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing state laws are repealed or curtailed, then the Company's business would be materially and adversely affected. U.S. federal actions against any individual or entity engaged in the cannabis industry or a substantial repeal of cannabis related legislation could adversely affect the Company. There can be no assurances the federal government of the United States or other jurisdictions will not seek to enforce the applicable laws against The Company. The consequences of such enforcement would be materially adverse to the Company and the Company's business and could result in the forfeiture or seizure of all or substantially all of the Company's assets.

In addition, the export and import of medical cannabis is subject to United Nations treaties establishing country-by-country quotas and export and import permits are subject to these quotas which could limit the amount of medical cannabis the Company can export to any particular country.

Cannabis-related products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.

Anti-Money Laundering Laws and Regulations

The Company is subject to a variety of laws and regulations in Canada and the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the U.S. Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S. and Canada. Further, under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering, aiding and abetting, or conspiracy. The Company's activities, and any proceeds thereof, may be considered proceeds of crime due to the fact that cannabis remains illegal federally in the U.S. This may restrict the ability of The Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while The Company has no current intention to declare or pay dividends on its common shares in the foreseeable future, The Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

US State regulation overview

Oregon
The State passed the "Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act" in November 2014, which created the framework for people over the age of 21 purchase cannabis, as well as cultivate at home. The regulatory body that oversees these businesses is the Oregon Liquor and Control Commission" ("OLCC"), which enacted rules that commenced in June 2016 known as Division 25 of the Oregon Administrative Rules Division ("OAR Division 25"). There currently is no limit on the number of licenses being issues.

The latest Federal memorandum was issued in May 2018 by Attorney Williams for priorities to combat illicit cannabis operators. One major issue was the oversupply crossing state borders which is still Federally illegal. Other items included to combat cultivation that threaten federal land, selling to minors, and unlicensed producers. The Company has not found any other statement.

California
California was the first State to pass a medical marijuana law for medicinal use in 1996. However, it wasn't until September of 2015 when it passed the "Medical Cannabis Regulation and Safety Act" ("MCRSA") to establish licensing and regulations for this purpose. Later, in November 2016, the "Adult Use of Marijuana Act" ("AUMA") was enacted to tax and regulate use for adults over the age of 21 years of age.

In June 2017, the "Medical and Adult-Use Cannabis Regulation and Safety Act" ("MAUCRSA") passed the Senate, which combined the MCRSA and AUMA to regulate all cannabis use in the State. Later in November 2017, California introduced regulations which were to be governed by the California Bureau of Cannabis Control ("BCC"), California Department of Public Health and California Department of Food and Agriculture to provide further clarity on legalizing cannabis. These took effect on January 2018 when California fully legalized cannabis use.

Current rules imply cannabis operators must first be obtain local approval, as each locality governs what is prohibited in their jurisdiction. Once approved, the operator may apply for a State license, in which there currently is no limit in California. The only current stipulation is that of testing laboratories, which may not hold any other license. On January 16, 2019, the Office of Administrative Law (OAL) officially approved state regulations for cannabis businesses across the supply chain.

The latest Federal statement was issued in May 2018 by Attorney McGregor Scott, which provided $2.5 million in federal funds to combat illicit cannabis operators, while defending regulation of licit cannabis. And lastly, on May 22, 2019, the California Senate voted almost unanimously to pass a bill that would allow banks and credit unions to accept cash deposits from cannabis retailers. On October 12, 2019 California Governor Gavin Newsom signed Assembly Bill 37, which will allow California's cannabis businesses to deduct expenses on state income tax returns, which helps normalize the cannabis business in California.

Nevada
Nevada legalized medicinal use of marijuana in 2001, but it wasn't until 2015 that state-certified dispensaries became operational, which is governed by the Nevada Revised Statute ("NRS") 453A. This statue sets out the licensing and operational requirements for distribution and production of medicinal cannabis. Later in November 2016, sale of cannabis for adult use was set out by NRS 453A, which exempts a person who is 21 or older from state and local prosecution.

As of July 2017, the Nevada Department of Taxation ("NDT") became responsible for licensing and regulating cannabis businesses and the state medicinal program. For medicinal establishments, each must register with the NDT, as well as all people who work and volunteer there. Among some of the requirements are minimum liquidity and restrictions on locations. These certificates expire every year and must be renewed. For recreational use, medical dispensaries can now have dual licenses. For strictly recreational dispensaries, locations are determined by county size.

Nevada Attorney General Adam Laxalt vehemently defends the cannabis state law since it was approved by the voters, making various statements against the Sessions Memorandum. Governor Steve Sisolak created a multiagency task force to root out criminal activity in the legal cannabis market. Governor Sislak also appointed Tyler Klimas to be the executive director of the new Cannabis Compliance Board (CCB)which is aimed at providing stronger oversight on the industry. Neither of these individuals are a federal authority or prosecutor, but their actions provide a good indication of the support for the cannabis industry in this State. US Attorney for the State of Nevada is Dayle Elieson, who has not clearly or publicly indicated her position on the Sessions Memorandum. The Company has not found any other recent statements made by Federal authorities in this State.

The Company's Investments in the Cannabis Industry (other than those operating in the U.S.)
The Company has invested in Weekend Unlimited Inc. as disclosed above.

The Company has also invested in a minority interest (<1%) of ThreeD Capital Corp., a Canadian CSE-listed venture capital company focused on opportunistic investments in companies in the Junior Resources, Artificial Intelligence and Blockchain sectors that also has investments in the legal cannabis sector.

Heightened Scrutiny and Canadian Securities Regulatory Matters
For the reasons set forth above, the Company's activities (investing in companies that operate in the U.S. or possible future sales of its own products in the U.S.) in the U.S. may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's activities in the U.S. or any other jurisdiction, in addition to those described herein.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("MOU") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the U.S. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis related activities in the U.S. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of common shares of The Company to make and settle trades. In particular, The Company common shares would become highly illiquid because until an alternative was implemented, investors would have no ability to effect a trade of such shares through the facilities of a Canadian stock exchange.

Regulatory Framework and Risks Relating to Cannabis in Canada

Summary of the Cannabis Act and Regulations

On December 13, 2016, the Task Force on Cannabis Legalization and Regulation (the "Task Force"), which was established by the Canadian Federal Government to seek input on the design of a new system to legalize, regulate and restrict access to cannabis, published its report outlining its recommendations. On April 13, 2017, the Canadian Federal Government released Bill C-45, An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts (the "Cannabis Act"), which proposed the enactment of the Cannabis Act (Canada) to regulate the production, distribution and sale of cannabis for unqualified adult use. On November 27, 2017, the House of Commons passed Bill C-45. On June 20, 2018 the Senate approved Bill C-45 and the Act received Royal Assent on June 21, 2018. The Cannabis Act came into force on October 17, 2018. Given that these regulations are very new, the impact of such regulatory changes on the Corporation's business, future business, and investments is unknown.

The Cannabis Act provides a licensing and permitting scheme for the production, importation, exportation, testing, packaging, labelling, sending, delivery, transportation, sale, possession and disposal of cannabis for nonmedicinal (i.e., adult use) use, to be implemented by regulations made under the Cannabis Act. The Cannabis Act maintains separate access to cannabis for medical purposes, including providing that import and export licenses and permits will only be issued in respect of cannabis for medical or scientific purposes or in respect of industrial hemp.

On July 11, 2018, the Federal Government published regulations in the Canada Gazette, Part II, to support the coming into force of the Cannabis Act, including the Cannabis Regulations ("Cannabis Regulations"), the new Industrial Hemp Regulations ("IHR", and together with the Cannabis Regulations, the "Regulations"), along with proposed amendments to the Narcotic Control Regulations and certain regulations under the Food and Drugs Act (Canada). The Regulations, among other things, outline the rules for the legal cultivation, processing, research, testing, distribution, sale, importation and exportation of cannabis and hemp in Canada, including the various classes of licenses that can be granted, and set standards for cannabis and hemp products that became available for legal sale on October 17, 2018.
As of October 17, 2018, the Cannabis Act and Regulations replaced the Access to Cannabis for Medical Purposes Regulation ("ACMPR") as the governing regulations in respect of the production, sale and distribution of medical cannabis and related oil extracts. Transitional provisions of the Cannabis Act provide that every license issued under Section 35 of the ACMPR that was in force immediately before the day on which the Cannabis Act came into force (being October 17, 2018) was deemed to be a licence issued under the Cannabis Act, and that such licence will continue in force until it is revoked or expires.

The Cannabis Regulations establish six classes of licenses:

7. Cultivation licenses;
8. Processing licenses;
9. Analytical testing licenses;
10. Sales for medical purposes licenses;
11. Research licenses; and
12. Cannabis drug licenses.

The Cannabis Regulations also create subclasses for cultivation licenses (standard cultivation, micro-cultivation and nursery) and processing licenses (standard processing and micro-processing). Different licenses and each sub-class therein, carry differing rules and requirements that are intended to be proportional to the public health and safety risks posed by each license category and each sub-class. Producers holding production and sales licenses under the ACMPR will be transferred to similar licenses under the Cannabis Act.

The Cannabis Regulations permit cultivation license holders to conduct both outdoor and indoor cultivation of cannabis, however no licensed activities (except for destruction, antimicrobial treatment and distribution) can take place in a "dwelling-house". The implications of the proposal to allow outdoor cultivation are not yet known, but such a development could be significant as it may reduce start-up capital required for new entrants in the cannabis industry. It may also ultimately lower prices as capital expenditure requirements related to growing outside are typically much lower than those associated with indoor growing.

The new IHR replaced the Industrial Hemp Regulations on October 17, 2018. The regulatory scheme for industrial hemp largely remains the same, however the IHR permits the sale of hemp plants to licensed cannabis producers, and licensing requirements were softened in accordance with the low risk posed by industrial hemp.

Cannabis Tracking System

Under the Cannabis Act, the Minister of Health is authorized to establish and maintain a national cannabis tracking system. The purpose of this system is to track cannabis throughout the supply chain to help prevent diversion of cannabis into, and out of, the legal market. The Cannabis Regulations provide the Minister of Health with the authority to make a ministerial order that would require certain persons named in such order to report specific information about their authorized activities with cannabis, in the form and manner specified by the Minister.

Cannabis Products

The Cannabis Regulations set out the requirements for the sale of cannabis products at the retail level permit the sale of dried cannabis, cannabis oil, fresh cannabis, cannabis plants, and cannabis seeds, including in such forms as "prerolled" and in capsules. The THC content and serving size of cannabis products is limited by the Cannabis Regulations. The IHR defines industrial hemp as cannabis plants whose leaves and flowering heads do not contain more than 0.3% THC. On October 17, 2019, Canada legalized edibles, topicals and extracts with CBD.

Packaging and Labelling

The Cannabis Regulations set out requirements pertaining to the packaging and labelling of cannabis products. Such requirements are intended to promote informed consumer choice and allow for the safe handling and transportation of cannabis. The Cannabis Regulations require all cannabis products to be packaged in a manner that is tamperproof and child-resistant.

While minor allowances for branding would be permitted, Health Canada is proposing strict limits on the use of colours, graphics, and other special characteristics of packaging. Cannabis package labels must include specific information, such as (i) product source information, including the class of cannabis and the name, phone number and email of the cultivator, (ii) a mandatory health warning, rotating between Health Canada's list of standard health warnings; (iii) the Health Canada standardized cannabis symbol; and (iv) information specifying THC and CBD content.

A cannabis product's brand name may only be displayed once on the principal display panel or, if there are separate principal display panels for English and French, only once on each principal display panel. It can be in any font style and any size, so long as it is equal to or smaller than the health warning message. The font must not be in metallic or fluorescent colour. In addition to the brand name, only one other brand element can be displayed.

Cannabis for Medical Purposes

Part 14 of the Cannabis Regulations sets out the regime for medical cannabis following legalization, which is to remain substantively the same as that which existed under the ACMPR, with adjustments to create consistency with rules for non-medical use, improve patient access, and reduce the risk of abuse within the medical access system. Patients who have the authorization of their healthcare provider will continue to have access to cannabis, either purchased directly from a federally licensed producer, or by registering to produce a limited amount of cannabis for their own medical purposes or designating someone to produce cannabis for them.
Under the Part 14 of the Cannabis Regulations, patients have three options for obtaining cannabis for medical purposes: (a) they can continue to access cannabis by registering with Licensed Producers; (b) they can register with Health Canada to produce a limited amount of cannabis for their own medical purposes; or (c) they can designate someone else to produce cannabis for them. With respect to (b) and (c), starting materials, such as marijuana plants or seeds, must be obtained from Licensed Producers. It is possible that (b) and (c) could adversely affect the business, future business, financial condition and results of operations of the Corporation or its investee companies.

Health Products and Cosmetics Containing Cannabis

Health Canada has taken a scientific, evidenced-based approach for the oversight of health products with cannabis that are approved with health claims, including prescription and non-prescription drugs, natural health products, veterinary drugs and veterinary health products, and medical devices. Under the Cannabis Regulations, the use of cannabis-derived ingredients (other than certain hemp seed derivatives containing no more than 10 parts per million THC) in cosmetics is permitted and will be subject to provisions of the Cannabis Act.

Import / Export Permits for Medical or Scientific Purposes

Part 10 of the Cannabis Regulations sets of the process by which a license holder may apply for an import or export permit for medical or scientific purposes, as set out in the regulations. A permit must be obtained for each shipment of cannabis. An application for an import or export permit must contain specific information including the name and address of the holder, license number and specifics of the particular shipment including intended use of the cannabis and specific shipment details. The Cannabis Regulations contain reporting requirements in respect of the import / export of cannabis in reliance of a permit issued under the Cannabis Regulations.

Provincial and Territorial Regulatory Framework for Recreational Cannabis

While the Cannabis Act provides for the regulation of the commercial production of cannabis for recreational purposes and related matters by the federal government, the Cannabis Act proposes that the provinces and territories of Canada will have authority to regulate other aspects of recreational cannabis (similar to what is currently the case for liquor and tobacco products), such as sale and distribution, minimum age requirements, places where cannabis can be consumed, and a range of other matters.

All Canadian provinces and territories have announced proposed regulatory regimes for the distribution and sale of cannabis for recreational purposes within those jurisdictions. Each of these Canadian jurisdictions has established a minimum age of 19 years old, except for Québec and Alberta, where the minimum age is 18.

Additional cannabis-related risk factors in Canada

The Company, or its subsidiaries or investee companies, may be subject to product liability claims or regulatory action if its products are alleged to have caused significant loss or injury. This risk is exacerbated by the fact that cannabis use may increase the risk of serious adverse side effects.

The Company may not be able to obtain adequate insurance coverage in respect of the risks, the premiums for such insurance may not continue to be commercially justifiable or there may be coverage limitations and other exclusions which may result in such insurance not being sufficient to cover potential liabilities.

The laws, regulations and guidelines generally applicable to the medical cannabis industry in Canada and other countries may change in ways that impact the Company's ability to continue its business as currently conducted or proposed to be conducted. The successful execution of any future cannabis-related business objectives is contingent upon compliance with all applicable laws and regulatory requirements in Canada and other jurisdictions and obtaining all other required regulatory approvals for the development, production, sale, import and export of our medical cannabis products. Failure to comply with applicable regulations or good manufacturing processes could prevent the Company or its investee companies from being able to carry on their business or execute future business plans.

The Company, through its investments, and some of its investee companies are dependent upon regulatory approvals and licenses for their ability to grow, process, package, store, sell and export medical cannabis and other products derived therefrom, and these regulatory approvals are subject to ongoing compliance requirements, reporting obligations and fixed terms requiring renewal. There can be no assurance that required licenses will be obtained, nor can there be any assurance that the Canadian government will continue to issue export permits on the same terms, or that other countries will allow, or continue to allow, imports.

As well, the legal landscape for medical and recreational cannabis is changing internationally. More countries have passed laws that allow for the production and distribution of cannabis for medical purposes in some form or another. Increased international competition and/or limitations placed on the Company by Canadian regulators may impact the financial performance of the Company. The Company may seek to expand its business and operations into jurisdictions outside of Canada and the U.S. and there are risks associated with doing so and there can be no assurance that any market for The Company's products will develop in any such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations and the effects of competition. These factors may limit the Company's capability to successfully expand its operations and may have a material adverse effect on the Company's business, financial condition and results of operations.

Corporate Governance Practices

The disclosure required pursuant to National Instrument 58-101-Disclosure of Corporate Governance Practices was made by the Corporation in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Other Information

The Corporation's website address is www.belgraviacapital.ca. Other information relating to the Corporation may be found on SEDAR at www.sedar.com.

Schedule "C" Compensation of Executive Officers for the year ended December 31, 2019

The following table sets forth a summary of all compensation for the financial years ended December 31, 2016, 2017, 2018 and 2019 paid to the Company's Named Executive Officers:

There were no Share-based awards, non-equity incentive plan or pension plan awards.

Name and Principal Position	Year Ended	Salary	Option-based awards(4)	All other compensation	Total compensation
Mehdi Azodi (1) President and Chief Executive Officer	Dec 31, 2019	$285,000	Nil	$180,000	$465,000
	Dec 31, 2018	$318,000	$578,193	$83,000	$979,193
	Dec 31, 2017	$327,000	$43,000	$30,000	$400,000
	Dec 31, 2016	$180,000	$31,000	Nil	$211,000
Paul Kania (2)	Dec 31, 2019	$219,930	Nil	$20,000	$239,930
Chief Financial Officer	Dec 31, 2018	$32,500	Nil	$25,000	$57,500
Deena Siblock (3)	Dec 31, 2019	$120,000	Nil	$25,000	$145,000
Vice President Corporate Affairs and Corporate Secretary	Dec 31, 2018	$120,000	$117,024	$1,000	$238,024
	Dec 31. 2017	$89,000	$12,000	$53,000	$154,000

Notes:

(1) Mr. Azodi became CEO of the Company effective May 16, 2016. Mr. Azodi provides the services of President and CEO pursuant to a consulting agreement dated January 1, 2018 (the "**Azodi Agreement**"), to which he is entitled to annual fees of $318,000.

(2) Mr. Kania became CFO of the Company effective October 17, 2018. Mr. Kania provides the services of Chief Financial Officer pursuant to a consulting agreement dated October 17, 2018 (the "**Kania Agreement**"), to which he is entitled to annual fees of $120,000.

(3) Ms. Siblock became VP Corporate Affairs and Corporate Secretary effective March 28, 2017. Ms. Siblock is party to an employment agreement with the Company dated January 1, 2018 (the "**Siblock Agreement**") pursuant to which she serves as Vice President Corporate Affairs and Corporate Secretary of the Company and is currently entitled to an annual salary of $120,000.

(4) The methodology used to calculate these amounts was the Black-Scholes model. This is consistent with the accounting values used in the Company's financial statements. The Company selected the Black-Scholes model given its prevalence of use within North America. The key assumptions used under the Black-Scholes model that were used for the share option awards in the table above were the: (i) risk-free interest rate, (ii) expected option life, and (iii) expected volatility, each as calculated at the time of grant.

BELGRAVIA HARTFORD

(formerly Belgravia Capital International Inc.)

2019

Consolidated Financial Statements

for the year ended December 31, 2019

(Audited – Expressed in CAD dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Belgravia Hartford Capital Inc. (formerly Belgravia Capital International Inc.)

Opinion

We have audited the accompanying consolidated financial statements of Belgravia Hartford Capital Inc. (formerly Belgravia Capital International Inc.) (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor’s report is Catherine Tai.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada — Chartered Professional Accountants

April 22, 2020

BELGRAVIA HARTFORD CAPITAL INC. (formerly Belgravia Capital International Inc.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in CAD Dollars)

	December 31, 2019	December 31, 2018
ASSETS		
Current		
Cash	$ 653,975	$ 3,420,159
Investments - current (note 4)	7,436,286	4,705,201
Receivables (note 3a)	126,441	85,833
Loan receivable (note 3b)	52,228	-
Prepaid expenses	168,392	59,525
	8,437,322	8,270,718
Investments (note 4)	77,569	377,414
Equipment (note 5)	4,333	7,031
	$ 8,519,224	$ 8,655,163
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (notes 6,9)	$ 171,753	$ 97,637
Deferred revenue	128,600	100,000
Total current liabilities	300,353	197,637
Shareholders' equity		
Share capital (note 7)	106,739,953	106,739,953
Reserves (note 7)	13,310,349	13,310,349
Currency translation adjustment reserve	18,681,269	18,681,269
Deficit	(130,512,700)	(130,274,045)
	8,218,871	8,457,526
	$ 8,519,224	$ 8,655,163

Nature of operations and going concern (note 1)
Contingencies (note 15)
Subsequent event (note 16)

On behalf of the Board:

"Mehdi Azodi" **Director** ***"John Stubbs"*** **Director**

The accompanying notes are an integral part of these consolidated financial statements.

BELGRAVIA HARTFORD CAPITAL INC. (formerly Belgravia Capital International Inc.)
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEAR ENDED DECEMBER 31
(Expressed in CAD Dollars)

	2019	2018
REVENUES		
Management services revenue (note 3b)	$ 232,670	$ 815,000
EXPENSES		
Administration (note 9)	321,635	389,949
Business and market development	313,508	157,441
Consulting fees	287,149	828,757
Depreciation (note 5)	2,698	2,399
Fundraising activities	-	5,000
Foreign exchange gain (loss)	74,718	(160,229)
Investor relations	226,710	164,162
Professional fees	164,261	321,822
Regulatory fees	42,773	62,209
Rent	120,720	101,720
Research costs	-	256,910
Share-based compensation (notes 8,9)	-	2,903,527
Travel	142,668	80,072
Wages and benefits (note 9)	1,183,511	1,205,023
Operating loss	(2,880,351)	(6,318,762)
Investment gain (loss) (note 4)	526,335	(133,647)
Unrealized investment gain (loss) (note 4)	1,879,463	(1,484,561)
Interest income	3,228	88,349
Loss on disposal of equipment	-	(31)
Loss and comprehensive loss for the year	$ (238,655)	$ (7,033,652)
Basic and diluted loss per common share	$ (0.00)	$ (0.02)
Weighted average number of common shares outstanding, basic and diluted	401,792,516	403,648,245

The accompanying notes are an integral part of these consolidated financial statements.

BELGRAVIA HARTFORD CAPITAL INC. (formerly Belgravia Capital International Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in CAD Dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (238,655)	$ (7,033,652)
Items not affecting cash:		
Depreciation	2,698	2,399
Share-based compensation	-	2,903,527
Realized (gain) loss on sale of investments	(526,335)	133,647
Unrealized investments (gain) loss	(1,879,463)	1,484,561
Accrued interest receivable	(228)	-
Loss on disposal of equipment	-	31
Changes in non-cash working capital items:		
Increase in receivables	(40,608)	(65,730)
(Increase) decrease in prepaid expenses	(108,867)	184,218
Increase (decrease) in accounts payable and accrued li	74,116	(112,688)
Decrease in deferred revenue	28,600	100,000
Decrease in employment liability	-	(412,500)
Net cash used in operating activities	(2,688,742)	(2,816,187)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments	(2,425,928)	(10,860,019)
Proceeds from sale of investments	2,400,486	5,392,710
Loan receivable	(52,000)	-
Equipment expenditures	-	(8,195)
Disposal of ICP(USA)	-	1,756,300
Net cash used in investing activities	(77,442)	(3,719,204)
CASH FLOWS FROM FINANCING ACTIVITIES		
Acquisition of treasury stock for cancellation	-	(291,167)
Proceeds from issuance of common shares	-	6,699,500
Proceeds from stock options exercise	-	228,000
Proceeds from warrants exercise	-	2,467,505
Proceeds from broker warrants exercise	-	16,800
Share issuance costs	-	(260,441)
Net cash provided by financing activities	-	8,860,197
Change in cash for the year	(2,766,184)	2,324,806
Cash beginning of year	3,420,159	1,095,353
Cash, end of year	$ 653,975	$ 3,420,159

Supplemental disclosure with respect to cash flows (note 10)

The accompanying notes are an integral part of these consolidated financial statements.

BELGRAVIA HARTFORD CAPITAL INC. (formerly Belgravia Capital International Inc.)
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in CAD Dollars)

	Share Capital					
	Number of Shares	Amount	Reserves	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
Balances as at December 31, 2017	238,840,846	$ 97,978,373	$ 10,058,205	$ 18,681,269	$ (123,240,393)	$ 3,477,454
Shares issued for cash	133,990,000	6,699,500	-	-	-	6,699,500
Shares issued for non-cash consideration	5,000,000	250,000	-	-	-	250,000
Stock options exercised	2,400,000	333,789	(105,789)	-	-	228,000
Warrants exercised	30,843,810	2,467,505	-	-	-	2,467,505
Broker warrants exercised	280,000	20,445	(3,645)	-	-	16,800
Retired treasury shares	(9,562,140)	(291,167)	-	-	-	(291,167)
Share issuance costs	-	(718,492)	458,051	-	-	(260,441)
Share-based compensation	-	-	2,903,527	-	-	2,903,527
Loss and comprehensive loss	-	-	-	-	(7,033,652)	(7,033,652)
Balance as at December 31, 2018	401,792,516	106,739,953	13,310,349	18,681,269	(130,274,045)	8,457,526
Loss and comprehensive loss	-	-	-	-	(238,655)	(238,655)
Balances as at December 31, 2019	401,792,516	$ 106,739,953	$ 13,310,349	$ 18,681,269	$ (130,512,700)	$ 8,218,871

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Belgravia Hartford Capital Inc. ("Belgravia" or the "Company") formerly Belgravia Capital International Inc., was incorporated under the Canada Business Corporations Act on November 8, 2002 and has continued into British Columbia from the jurisdiction of Canada on December 20, 2019. The Company's registered office is 3 - 3185 Via Central, Kelowna, BC V1V 2A7. The Consolidated Financial Statements ("Financial Statements") are comprised of the Company and its subsidiaries.

During the year ended December 31, 2017, the Company disposed of its interest in a wholly-owned subsidiary which was involved in the development of potash-related minerals. The Company is now focusing on merchant banking and providing management services in the resources, technology, and legal cannabis industries, developing healthcare products, as well as pursuing the royalty streams from its previous potash project.

The Company's continuation as a going concern is dependent on cash flow from its investments, royalties, or operations and its ability to raise equity capital or borrowings sufficient to meet current and future obligations. While the Company currently has no source of operating revenue other than management services consulting fees, its working capital of $8,136,969 at December 31, 2019 leads management to believe the Company has sufficient capital to fund its business activities and general working capital for at least the next 12 months. The Company's financial success is dependent on its ability to identity, evaluate, negotiate, and exit investments in assets or businesses. These consolidated financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company is currently exploring alternatives to obtain financing. Such alternatives may involve debt, equity or alternative financing structures and may occur at the public company or subsidiary level.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance:

These Financial Statements have been prepared in accordance with IAS 1 "Presentation of Financial Statements" ("IAS 1") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Financial Statements were authorized by the audit committee and board of directors of the Company on April 22, 2020.

b) Basis of presentation:

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

c) Foreign currency translation

The consolidated financial statements are presented in CAD dollar. The functional currency of the Company and its subsidiaries is the CAD dollar.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

c) Foreign currency translation (cont'd…)

Transactions in foreign currencies are translated into the entities functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the functional currency are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in profit or loss in the year in which they occur.

d) Basis of consolidation:

The Consolidated Financial Statements of the Company include the following subsidiaries:

Name of subsidiary	Place of incorporation	Percentage ownership
Intercontinental Potash Corp.	*Canada*	100%
Trigon Exploration Utah Inc.	*USA*	100%

The Company consolidates the subsidiaries on the basis that it controls these subsidiaries when the Company possesses power over an investee, has exposure to variable returns from the investee, and has the ability to use its power over the investee to affect its returns. Belgravia Dermatology Inc. was dissolved in January 2019. All intercompany transactions and balances are eliminated on consolidation.

e) Cash:

Cash is comprised of cash deposited at Canadian banks and secure, short-term, highly liquid demand deposits.

f) Financial Instruments

i) Classification and Measurement

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI.

The classification determines the method by which the financial assets are carried on the statement of financial positions subsequent to inception and how changes in value are recorded. Receivables are measured at amortized cost with subsequent impairments recognized in the consolidated statement of loss and comprehensive loss. Cash and investments in equity instruments are measured at FVTPL with subsequent changes recognized in the consolidated statement of loss and comprehensive loss. Investments in debt instruments are classified and measured at amortized cost using the effective interest rate method.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

f) **Financial Instruments** (cont'd…)

i) Classification and Measurement (cont'd…)

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities are classified as amortized cost and carried on the statement of financial position at amortized cost.

ii) Impairment and uncollectibility of financial assets

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. This applies to financial assets measured at amortized cost. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in the statement of loss and comprehensive loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through the consolidated statement of loss and comprehensive loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

g) Investments

All investments except investments in debt instruments are classified upon initial recognition at fair value through profit or loss ("FVTPL"), with changes in fair value reported in profit or loss. Purchases and sales of investments are recognized on the settlement date. Investments at FVPTL are initially recognized at fair value. Transaction costs are expensed as incurred in the statement of loss and comprehensive loss. Investments in debt instruments are initially measured at fair value then subsequently measured at amortized cost using the effective interest rate method.

Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the FVTPL investments are recognized in profit or loss.

Investments in common shares of public companies are measured at fair value based on published market prices with unrealized gains and losses recognized through profit or loss. The valuation of these shares has been determined in whole by reference to the close price of the shares on the TSX, TSX Venture Exchange or Canadian Securities Exchange ("CSE") at each reporting date. Various warrants have been received as attachments to share purchase units and do not trade in an active market. At the time of purchase, the per unit cost is allocated to common shares and warrants using the residual value method. The value of the warrants is subsequently determined at the measurement date using the Black-Scholes option pricing model.

All privately held investments are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may, depending upon the circumstances, be adjusted with unrealized gains and losses recognized through profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

h) Equipment:

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use including associated borrowing costs and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Carrying amounts of equipment are depreciated to their estimated residual value over the estimated useful lives of the assets. Where an item of equipment is composed of major components with different useful lives, the components are accounted for as separate items of equipment.

An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Depreciation is provided using the declining balance basis at the following annual rates:

Computer equipment	45% declining balance

The Company conducts an annual assessment of the residual values, useful lives and depreciation methods being used for equipment and any impairment rising from the assessment is recognized in profit or loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

i) Impairment:

At the end of each reporting period, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the . For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Following the recognition of an impairment loss, the depreciation charge applicable to the asset is adjusted prospectively in order to systematically allocate the revised carrying amount, net of any residual value, over the remaining useful life.

Where an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

j) Related party transactions:

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

k) Revenue recognition:

Management services revenue is recognized when services are rendered, and the amount can be reasonably estimated and collected. Any amount received for future services is recorded as deferred revenue and recognized as revenue when the related services are performed.

l) Research and development costs:

Research costs are expensed as incurred. The Company has not capitalized development expenditures to date. An intangible asset may be recognized in future periods if the Company can demonstrate:

i. the technical feasibility of completing the intangible asset so it will be available for use or resale;
ii. its intention to complete and its ability to use or sell the asset;
iii. how the asset will generate future economic benefits;
iv. the availability of resources to complete the asset; and
v. the ability to measure reliably of the expenditure during development.

Capitalized development costs will be amortized over the expected life of the related products. The Company was researching dermatological products in its subsidiary Belgravia Dermatology Inc. This subsidiary was dissolved in January 2019.

m) Significant accounting estimates and judgments:

The preparation of these Financial Statements requires management to make judgments, estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amount, events or actions, actual results may differ from these estimates.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Assessment of control and significant influence

Classification of investments requires judgment on whether the Company controls, has joint control or significant influence over the strategic financial and operating decisions relating to the activity of the investee. In assessing the level of control or influence that the Company has over an investment, management considers ownership percentages, board representation as well as other relevant provisions in shareholder agreements. If an investor holds 20% or more of the voting power of the investee, it is presumed that the investor has significant influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the investor holds less than 20% of the voting power of the investee, it is presumed that the investor does not have significant influence, unless such influence can be clearly demonstrated.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

m) Significant accounting estimates and judgments (cont'd…)

Functional currency

The Company determined that the Canadian dollar is the functional currency of the Company and its subsidiaries. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Fair value of private company investments

Where the fair values of investments in private companies recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair value and this value may not be indicative of recoverable value.

Valuation of share-based payments and derivative financial assets

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and derivative financial assets (e.g. investments in warrants). Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rates. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Weight is attached to tax planning opportunities that are within the Company's control and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting year, the Company reassesses unrecognized income tax assets.

n) Share capital:

Common shares are classified as share capital. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

o) **Warrants issued in equity financing transactions:**

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the residual value, if any, and included in reserves.

Warrants that are issued as payment for agency fees or other transaction costs are assigned a value based on the Black-Scholes pricing model and included in reserves. When warrants are exercised, any reserves related to those warrants are reclassified from reserves to share capital.

p) **Share-based compensation:**

The Company's stock option plan allows eligible Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

Equity-settled share-based payment transactions with parties other than employees and those providing similar services are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

q) **Loss per share:**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

r) **Income taxes:**

Current tax is the expected tax payable or receivable on the local taxable income or loss for the year, using local tax rates enacted or substantively enacted at the financial position reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the financial position reporting date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

s) **New standards, amendments and interpretations:**

Effective January 1, 2019

IFRS 16 – Leases. IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. Effective January 1, 2019, the Company adopted this new standard. The adoption of IFRS 16 did not have a material effect on the Company's Financial Statements because the Company does not have any lease agreements, rent is charged on a month-to-month basis.

3. RECEIVABLES AND LOAN RECEIVABLE

a) Receivables are comprised of:

	December 31, 2019	**December 31, 2018**
GST receivable (i)	$ 20,411	$ 22,833
Management services fees receivable (ii)	$ 106,030	$ 63,000
Total	$ 126,441	$ 85,833

i) The Company had GST receivable of $20,411 at December 31, 2019.

ii) The Company provides management services to several companies. Pursuant to management services agreements, the Company is owed $106,030 at December 31, 2019.

b) The Company advanced a total of $52,000 to an arm's length party. The loan bears interest of 8%, is unsecured and is due on December 11, 2020.

4. INVESTMENTS

The Company’s investments include common shares and warrants of Canadian companies that are listed on various Canadian stock exchanges and investments in private Canadian and U.S. companies as well as certain investment funds, such as money market funds and bond funds, held through Canadian investment dealers and debt instruments. The fair values of the common shares of the publicly-traded companies have been directly referenced to published price quotations in an active market. The fair value of investments in private companies is referenced to the most recent equity financing completed by each private company. The investments in unlisted warrants of companies that are publicly-traded are valued using the Black-Scholes option pricing model, with the following weighted average assumptions:

	Year ended December 31, 2019	Year ended December 31, 2018
Risk-free interest rate	1.71%	1.85%
Expected life of warrants	1.17 years	1.41 years
Annualized volatility	131.30%	170.11%
Dividend rate	0.00%	0.00%

As at December 31, 2019, fair value of the investments was $7,513,855 (2018 - $5,082,615). This includes the value of equity investments of $6,633,126 (2018 - $4,256,460), debt instruments of $325,000 (2018 - $325,000), and value of warrants of $555,729 (2018 - $501,155).

During the year ended December 31, 2019, the Company recorded an unrealized gain of $1,559,493 (2018 – loss $1,481,886) for equity investments and an unrealized gain of $319,970 (2018 – loss $2,675) for warrants.

During the year ended December 31, 2019, the Company exercised certain investment warrants and recorded a gain of $165,910 (2018 – $nil).

During the year ended December 31, 2019, the Company sold certain of its investments for proceeds totalling $2,400,486 (2018 - $5,392,710) and recognized a gain of $360,425 (2018 – recognized a loss of $133,647).

4. INVESTMENTS (cont'd…)

Investments at December 31, 2019	Number of Shares		Cost		Fair Value
Public Companies:					
Azincourt Energy Corp	3,050,000	$	152,775	$	76,250
Blackrock Gold Corp.	9,780,000	$	933,000	$	2,249,400
Black Tusk Resources Inc	1,333,333	$	200,000	$	60,000
C21 Investment Inc.	162,000	$	205,410	$	119,880
Captor Capital Corp.	41,300	$	165,200	$	10,738
IMEX Systems Inc.	1,428,571	$	100,000	$	28,571
Imperial Mining GRP Ltd	6,816,667	$	422,649	$	340,833
Magna Terra Minerals Inc.	1,140,000	$	41,162	$	22,800
Maritime Resources Corp.	2,550,545	$	255,055	$	204,044
Nexus Gold Corp.	2,080,000	$	210,908	$	135,200
Planet 13 Holdings Inc.	156,250	$	296,958	$	401,563
Plus Products Inc.	124,999	$	347,405	$	206,248
Tartisan Nickel Corp.	5,219,000	$	524,960	$	521,900
Vital Hub Corp.	810,000	$	114,050	$	141,750
Weekend Unlimited Inc.	4,682,847	$	500,000	$	93,657
Zonetail Inc.	3,562,500	$	676,950	$	53,437
Private Companies:					
Coinstrike Inc.	2,000,000	$	200,000	$	200,000
CX One Inc.(formerly GPCR Pharm.)	2,680,000	$	131,000	$	670,000
Reciprocity Corp	779,590	$	218,000	$	1,036,855
Uni-Scan Global Inc.	500,000	$	60,000	$	60,000
Investments in Bridge Loan	n/a	$	325,000	$	325,000
Investments in Warrants	n/a	$	36,667	$	555,729
Total		$	6,117,149	$	7,513,855

		December 31, 2019		December 31, 2018
Current investments	$	7,436,286	$	4,705,201
Non-current investments		77,569		377,414
	$	7,513,855	$	5,082,615

4. **INVESTMENTS** (cont'd…)

Investments at December 31, 2018	Number of Shares		Cost		Fair Value
Public Companies:					
Blackrock Gold Corp.	8,280,000	$	678,000	$	331,200
C21 Investment Inc.	182,000	$	230,770	$	141,960
Captor Capital Corp.	50,000	$	200,000	$	62,500
Engagement Labs	2,000,000	$	100,575	$	80,000
Halo Labs Inc.	322,580	$	129,032	$	103,226
IMEX Systems Inc.	1,428,571	$	100,000	$	42,857
Khiron Life Sciences Corp.	4,000	$	1,000	$	6,120
Magna Terra Minerals Inc.	500,000	$	25,000	$	15,000
Maritime Resources Corp.	2,554,545	$	250,909	$	229,909
Nexus Gold Corp.	1,150,000	$	212,500	$	120,750
Parcel Technology Inc.	200,000	$	64,730	$	47,000
Planet 13 Holdings Inc.	248,100	$	318,480	$	369,669
Plus Products Inc.	83,333	$	126,575	$	374,999
Tartisan Nickel Corp.	7,624,000	$	807,177	$	381,200
ThreeD Capital Inc.	600,000	$	60,000	$	51,000
Vital Hub Corp.	590,000	$	73,350	$	85,550
Zonetail Inc.	4,749,999	$	902,600	$	237,500
Private Companies:					
Coinstrike Inc.	2,000,000	$	200,000	$	200,000
R&D Pharma Corp.	4,390,169	$	750,000	$	373,164
Reciprocity Corp	779,590	$	218,000	$	272,857
Uni-Scan Global Inc.	500,000	$	60,000	$	60,000
GPCR Pharmaceuticals	2,680,000	$	131,000	$	670,000
Investments in Bridge Loan	n/a	$	325,000	$	325,000
Investments in Warrants	n/a	$	109,090	$	501,155
Total		$	6,073,788	$	5,082,615

5. EQUIPMENT

Equipment consists of the following:

Cost		Computer equipment
As at December 31, 2017	$	4,669
Additions		8,195
Disposal		(2,045)
As at December 31, 2018		10,819
Additions		-
Disposals		-
As at December 31, 2019	$	10,819
Depreciation		
As at December 31, 2017	$	3,403
Additions		2,399
Disposal		(2,014)
As at December 31, 2018		3,788
Additions		2,698
Disposal		-
As at December 31, 2019	$	6,486
Net book value:		
As at December 31, 2018	$	7,031
As at December 31, 2019	$	4,333

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2019		December 31, 2018	
Trade payables	$	97,573	$	48,940
Accrued liabilities		59,620		40,500
Other		14,560		8,197
Total	$	171,753	$	97,637

7. SHARE CAPITAL AND RESERVES

Common shares

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

Refer to the Consolidated Statements of Changes in Shareholders' Equity for a summary of changes in share capital and reserves for the year ended December 31, 2019. Reserves relate to stock options and warrants that have been issued by the Company (note 8).

During the year ended December 31, 2019, the Company issued nil common shares.

During the year ended December 31, 2018 the Company issued the following common shares:

- On January 10, 2018, the Company issued 133,990,000 units pursuant to a private placement at $0.05 per unit for gross proceeds of $6,699,500. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitled the holder to acquire one common share of the Company for $0.06 per share until May 10, 2019. The Company issued 3,649,200 finder's warrants entitling the holder to acquire one Common Share for a period of 12 months at an exercise price equal to $0.19 (note 8).
- The Company issued 2,400,000 shares at an average price of $0.095 for gross proceeds of $228,000 pursuant to the exercise of stock options (note 8).
- The Company issued 30,843,810 shares at $0.08 for gross proceeds of $2,467,505 pursuant to the exercise of warrants (note 8).

  The Company issued 280,000 shares at $0.06 for gross proceeds of $16,800 pursuant to the exercise of broker warrants (note 8).
- On May 24, 2018, the Company issued 5,000,000 shares with a value of $250,000 as consideration to acquire investments (note 4).
- On October 19, 2018, the Company adopted a Normal Course Issuer Bid ("NCIB") whereby the Company may repurchase for cancellation up to 20,567,733 of its issued and outstanding common shares. The NCIB expired October 19, 2019. On October 24, 2018, the Company repurchased and cancelled 9,562,140 of its common shares for $291,167 cash consideration.

8. STOCK OPTIONS AND WARRANTS

Stock options

The Company has an incentive stock option plan (the "Plan") whereby the Company may grant stock options to eligible employees, officers, directors and consultants at an exercise price to be determined by the board of directors, provided the exercise price is not lower than the market value at time of issue less any discount allowed by the stock exchange upon which the common shares are listed. The Plan provides for the issuance of up to 10% of the Company's issued common shares as at the date of grant with each stock option having a maximum term of ten years. The board of directors has the exclusive power over the granting of options and their vesting and cancellation provisions.

As at December 31, 2019, the Company had stock options outstanding, enabling the holders to acquire the following number of common shares:

Number of Options	Exercise Price	Average Contractual Life Remaining (years)	Expiry Date
2,500,000	$ 0.08	1.43	June 6, 2021
2,500,000			

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding December 31, 2017	17,400,000	$ 0.09
Cancelled/expired	(400,000)	0.09
Exercised	(2,400,000)	0.10
Granted	24,400,000	0.14
Outstanding December 31, 2018	39,000,000	0.12
Cancelled	(36,500,000)	0.13
Outstanding December 31, 2019	2,500,000	$ 0.08
Number of options exercisable at December 31, 2019	2,500,000	$ 0.08

During the year ended December 31, 2019, the Company granted nil (2018 – 24,400,000) stock options to consultants, officers, employees and directors of the Company. All options vested at the grant date.

The fair value of the options granted during the year ended December 31, 2019, as determined by the Black-Scholes option pricing model, was $nil (2018 - $2,903,527) or $nil per option (2018 - $0.12).

Share-based compensation recognized during the year was $nil (2018 - $2,903,527).

8. STOCK OPTIONS AND WARRANTS (cont'd...)

Stock options (cont'd...)

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the year ended December 31, 2019:

	Year ended December 31, 2019	Year ended December 31, 2018
Risk-free interest rate	-	1.93%
Expected life of options	-	3.34 years
Annualized volatility	-	149.44%
Dividend rate	-	0.00%
Forfeiture rate	-	0.00%

Warrants

As at December 31, 2019, the Company had nil warrants outstanding.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2017	35,386,903	$ 0.08
Issued on January 10, 2018	133,990,000	0.18
Exercised	(30,843,810)	0.08
Expired on March 1, 2018	(164,285)	0.08
Expired on June 28, 2018	(4,378,808)	0.08
Amended (old) exercise price in October 2018	(133,990,000)	0.18
Amended (new) exercise price in October 2018	133,990,000	0.06
Outstanding as at December 31, 2018	133,990,000	0.06
Expired	(133,990,000)	$ (0.06)
Outstanding as at December 31, 2019	-	$ -

Broker warrants

As at December 31, 2019, the Company had nil broker warrants outstanding.

Broker warrants transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2017	280,000	$ 0.06
Issued January 10, 2018	3,649,200	0.19
Exercised	(280,000)	0.06
Outstanding as at December 31, 2018	3,649,200	0.19
Expired	(3,649,200)	0.19
Outstanding as at December 31, 2019	-	$ -

8. STOCK OPTIONS AND WARRANTS (cont'd...)

Broker warrants (cont'd...)

The fair value of the broker warrants granted, as determined by the Black-Scholes option pricing model, was $nil (2018 - $458,050) or $nil per broker warrant (2018 - $0.13).

The following weighted-average assumption were used for the Black-Scholes valuation of broker warrants granted during the years ended December 31:

	2019	2018
Risk-free interest rate	-	1.73%
Expected life of broker warrants	-	1 years
Annualized volatility	-	208.50%
Dividend rate	-	0.00%

9. RELATED PARTY TRANSACTIONS AND BALANCES

The accounts payable and accrued liabilities of the Company include the following amounts due to related parties:

	December 31, 2019	December 31, 2018
Key management personnel	$ 82,053	$ nil
	$ 82,053	$ nil

Key management personnel compensation (consisting of senior officers and directors of the Company):

	Year ended			
	December 31, 2019		December 31, 2018	
Short-term benefits *	$	704,930	$	787,667
Directors' fees **		205,000		291,750
Share-based compensation		-		1,952,868
Total remuneration	$	909,930	$	3,032,285

* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.
** Amounts are included within administration on the statement of loss and comprehensive loss.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Supplemental disclosure with respect to cash flows Year ended December 31		2019		2018
Broker warrants issued as finders' fees	$	-	$	458,051
Reversal of reserves upon exercise of stock options	$	-	$	105,789
Reversal of reserves upon exercise of broker warrants	$	-	$	3,645
Share issued for investments	$	-	$	250,000

11. SEGMENTED INFORMATION

The Company has one operating segment focused on merchant banking as well as providing management services and pursuing the royalty streams from its previous potash project. All of the Company's capital assets are located in Canada.

12. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to invest to earn a risk-appropriate return for shareholders. The Company does not have any externally imposed capital requirements to which it is subject. The capital of the Company consists of items in shareholders' equity. The Company had no bank indebtedness at December 31, 2019. The Board of Directors do not establish quantitative return on capital criteria for management, but rather rely on the expertise of the Company's management to sustain future development of the business.

The Company manages the capital structure and makes adjustments to it in light of changes in available funds, economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, borrow money, or dispose of assets to adjust the amount of cash.

The Company's investment policy is to invest its cash necessary to fund operations for the next 12 months in demand investment instruments in high credit quality financial institutions to provide liquidity over the expected time of expenditures from continuing operations. The Company also invests some of its excess cash in common shares and other securities of private and public companies.

There were no significant changes in the Company's approach to capital management during the year ended December 31, 2019.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, investments, receivables, and accounts payable and accrued liabilities.

The carrying values of receivables, and accounts payable and accrued liabilities approximate fair value because of the short-term nature of these instruments.

As at December 31, 2019, the Company's classification of financial instruments measured at fair value within the fair value hierarchy are summarized below:

	Level 1	Level 2	Level 3	Total
Cash	$ 653,975	$ -	$ -	$ 653,975
Equity investments	4,666,271	-	2,522,584	7,188,855
	$ 5,320,246	$ -	$ 2,522,584	$ 7,842,830

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instruments (cont'd...)

As at December 31, 2018, the Company's classification of financial instruments within the fair value hierarchy are summarized below:

	Level 1	Level 2	Level 3	Total
Cash	$ 3,420,159	$ -	$ -	$ 3,420,159
Investments	2,680,439	-	2,077,176	4,757,615
	$ 6,100,598	$ -	$ 2,077,176	$ 8,177,774

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies, and from management services customers, which the Company believes will be fully collected.

Liquidity risk

As at December 31, 2019, the Company had a cash balance of $653,975 to settle current liabilities of $300,353. The Company is not subject to significant liquidity risk.

Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest some of excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates. Fluctuations in interest rates may impact the value of the Company's investments in publicly traded common shares.

Foreign currency risk

The Company's functional currency is the Canadian dollar; however, there are transactions and investments in U.S. dollars and the Company keeps some of its cash in U.S. currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate $50,000 impact on foreign exchange gain or loss.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instruments (cont'd...)

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are primarily concentrated in the junior healthcare, natural resource, and technology industries, which results in exposure to higher volatility than broader market investments and indexes. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company holds investments in private and public traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Some investments may not be very liquid and dispositions may take time or may be sold at less than market prices. A 10% change in the fair values of the Company's investments at December 31, 2019 would have an $750,000 impact on results from operations.

14. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2019	2018
Loss for the year	$ (238,655)	$ (7,033,652)
Expected income tax (recovery)	$ (64,000)	$ (1,899,000)
Change in statutory, foreign tax, foreign exchange rates and other	161,000	(104,000)
Impact of change in future tax rate	1,000	163,000
Permanent difference	1,000	764,000
Share issue costs	(251,000)	(70,000)
Adjustment to prior years provision versus statutory returns	-	(794,000)
Change in unrecognized deductible temporary differences	152,000	1,940,000
Total income tax expense (recovery)	$ -	$ -

14. INCOME TAXES (cont'd...)

The significant components of the Company's deferred tax assets that have not been recognized on the consolidated statement of financial position are as follows:

	2019	2018
Deferred tax assets (liabilities)		
Mineral property	$ 29,000	$ 29,000
Property and equipment	5,000	4,000
Share issue costs	56,000	82,000
Marketable securities	-	277,000
Allowable capital losses	4,000	36,000
Non-capital losses available for future period	10,150,000	9,664,000
	10,244,000	10,092,000
Unrecognized deferred tax assets	(10,244,000)	(10,092,000)
Net deferred tax assets	$ -	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2019	Expiry Date Range	2018	Expiry Date Range
Temporary differences				
Investment tax credit	$ 40,000	2026 to 2037	$ 40,000	2026 to 2037
Property and equipment	18,000	No expiry date	15,000	No expiry date
Share issue costs	208,000	2020 to 2022	303,000	2019 to 2022
Marketable securities	-	No expiry date	1,027,000	No expiry date
Allowable capital losses	-	No expiry date	134,000	No expiry date
Non-capital losses available for future period	37,698,000	2026 to 2039	35,902,000	2026 to 2038
Canada	36,332,000	2026 to 2038	34,471,000	2026 to 2038
USA	1,366,000	2027 to 2038	1,431,000	2027 to 2038

Tax attributes are subject to review, and potential adjustment, by tax authorities.

15. CONTINGENCIES

The Company is involved in certain claims and legal actions in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters is not determinable. No amounts have been accrued in the financial statements as at December 31, 2019.

16. SUBSEQUENT EVENT

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Schedule "E" Financial Statements for the nine months ended September 30, 2019

BELGRAVIA
CAPITAL INTERNATIONAL

2019

Condensed Consolidated
Interim Financial Statements

for the nine months ended September 30, 2019

(Unaudited – Expressed in CAD dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

BELGRAVIA CAPITAL INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in CAD Dollars)

	September 30, 2019	December 31, 2018
ASSETS		
Current		
Cash	$ 1,794,327	$ 3,420,159
Investments - current (note 4)	7,532,973	4,705,201
Receivables (note 3)	145,564	85,833
Prepaid expenses	192,583	59,525
	9,665,447	8,270,718
Investments (note 4)	389,885	377,414
Property, plant and equipment (note 5)	5,007	7,031
	$ 10,060,339	$ 8,655,163
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (notes 6,9)	$ 300,977	$ 97,637
Deferred revenue	163,400	100,000
Total current liabilities	464,377	197,637
Shareholders' equity		
Share capital (note 7)	106,739,953	106,739,953
Reserves (note 7)	13,310,349	13,310,349
Currency translation adjustment reserve	18,681,269	18,681,269
Deficit	(129,135,609)	(130,274,045)
	9,595,962	8,457,526
	$ 10,060,339	$ 8,655,163

Nature of operations and going concern (note 1)
Contingency (note 14)

On behalf of the Board:

"Mehdi Azodi" **Director** *"John Stubbs"* **Director**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BELGRAVIA CAPITAL INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS)
AND COMPREHENSIVE INCOME (LOSS)
(Unaudited – Expressed in CAD Dollars)

	Three Month Period Ended Sept. 30, 2019	Three Month Period Ended Sept. 30, 2018	**Nine Month Period Ended Sept. 30, 2019**	Nine Month Period Ended Sept. 30, 2018
REVENUES				
Management services revenue (note 3b)	**$ 33,650**	$ 185,000	**$ 172,870**	$ 615,000
EXPENSES				
Administration (note 9)	**88,730**	104,872	**247,236**	367,052
Business and market development	**44,410**	24,563	**129,371**	121,077
Consulting fees	**75,000**	133,060	**203,128**	669,805
Depreciation (note 5)	**675**	470	**2,024**	1,081
Fundraising activities	**-**	-	**-**	5,000
Foreign exchange gain (loss)	**(11,166)**	39,577	**56,679**	(51,641)
Investor relations	**40,848**	43,040	**93,575**	123,638
Professional fees	**36,021**	157,004	**109,387**	301,751
Regulatory fees	**9,575**	18,409	**33,138**	50,959
Rent and storage	**30,180**	30,180	**90,540**	71,540
Research costs	**-**	77,353	**-**	169,353
Share-based compensation (notes 8,9)	**-**	-	**-**	2,903,527
Travel	**42,789**	11,283	**120,104**	47,952
Wages and benefits (note 9)	**240,809**	179,789	**959,204**	971,573
Operating loss	**(597,871)**	(819,600)	**(2,044,386)**	(5,752,667)
Investment gain (loss) (note 4)	**(204,090)**	(218,861)	**426,934**	191,757
Unrealized investment gain (note 4)	**1,468,582**	-	**2,580,036**	-
Interest income	**2,077**	27,033	**2,982**	55,040
Income and comprehensive income (loss) for the period	**$ 702,348**	$ (826,428)	**$ 1,138,436**	$ (4,890,870)
Basic and diluted loss per common share	**$ 0.00**	$ (0.00)	**$ 0.00**	$ (0.01)
Weighted average number of common shares outstanding, basic and diluted	**401,792,516**	411,354,656	**401,792,516**	402,872,572

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

BELGRAVIA CAPITAL INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Expressed in CAD Dollars)

	Nine Month Period Ended Sept. 30, 2019	Nine Month Period Ended Sept. 30, 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) for the period	$ 1,138,436	$ (4,890,870)
Items not affecting cash:		
Depreciation	2,024	1,081
Share-based compensation	-	2,903,527
Realized (gain) loss on sale of investments	(426,934)	116,219
Unrealized investments gain	(2,580,036)	(307,976)
Changes in non-cash working capital items:		
(Increase) decrease in receivables	(74,211)	1,709,469
(Increase) decrease in prepaid expenses	(118,579)	161,651
Increase (decrease) in accounts payable and accrued liabilities	203,341	(40,743)
Decrease in deferred revenue	63,400	-
Decrease in employment liability	-	(412,500)
Net cash used in operating activities	(1,792,559)	(760,142)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments	(2,189,659)	(9,805,269)
Proceeds from sale of investments	2,356,386	5,040,190
Property, plant and equipment expenditures	-	(4,364)
Net cash used in investing activities	166,727	(4,769,443)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares	-	6,699,500
Proceeds from stock options exercise	-	228,000
Proceeds from warrants exercise	-	2,467,505
Proceeds from broker warrants exercise	-	16,800
Share issuance costs	-	(260,442)
Net cash provided by financing activities	-	9,151,363
Change in cash for the period	(1,625,832)	3,621,778
Cash beginning of period	3,420,159	1,095,353
Cash, end of period	$ 1,794,327	$ 4,717,131

Supplemental disclosure with respect to cash flows (note 10)

BELGRAVIA CAPITAL INTERNATIONAL INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

(Unaudited – Expressed in CAD Dollars)

	Share Capital					
	Number of Shares	Amount	Reserves	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
Balances as at December 31, 2017	238,840,846	$ 97,978,373	$10,058,205	$ 18,681,269	$(123,240,393)	$3,477,454
Shares issued for cash	133,990,000	6,699,500	-	-	-	6,699,500
Shares issued for non-cash consideration	5,000,000	250,000	-	-	-	250,000
Stock options exercised	2,400,000	333,789	(105,789)	-	-	228,000
Warrants exercised	30,843,810	2,467,505	-	-	-	2,467,505
Broker warrants exercised	280,000	20,445	(3,645)	-	-	16,800
Share issuance costs	-	(718,492)	458,050	-	-	(260,442)
Share-based compensation	-	-	2,903,527	-	-	2,903,527
Loss and comprehensive loss	-	-	-	-	(4,890,870)	(4,890,870)
Balance as at September 30, 2018	411,354,656	107,031,120	13,310,348	18,681,269	(128,131,263)	10,891,474
Balance as at December 31, 2018	401,792,516	106,739,953	13,310,349	18,681,269	(130,274,045)	8,457,526
Income and comprehensive income	-	-	-	-	1,138,436	1,138,436
Balances as at September 30, 2019	401,792,516	$106,739,953	$13,310,349	$ 18,681,269	$(129,135,609)	$9,595,962

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Belgravia Capital International Inc. ("Belgravia" or the "Company") was incorporated under the Canada Business Corporations Act on November 8, 2002. The Company's registered office is 82 Richmond Street East, Toronto, ON M5C 1P1. The Condensed Consolidated Interim Financial Statements ("Interim Financial Statements") are comprised of the Company and its subsidiaries.

During the year ended December 31, 2017, the Company disposed of its interest in a wholly-owned subsidiary which was involved in the development of potash-related minerals. The Company is now focusing on merchant banking and providing management services in the resources, technology, and legal cannabis industries, developing healthcare products, as well as pursuing the royalty streams from its previous potash project.

The Company's continuation as a going concern is dependent on cash flow from its investments, royalties, or operations and its ability to raise equity capital or borrowings sufficient to meet current and future obligations. While the Company currently has no source of operating revenue other than management services consulting fees, its working capital of $9,201,070 at September 30, 2019 leads management to believe the Company has sufficient capital to fund its business activities and general working capital for at least the next 12 months. The Company's financial success is dependent on its ability to identity, evaluate, negotiate, and exit investments in assets or businesses. These condensed consolidated interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company is currently exploring alternatives to obtain financing. Such alternatives may involve debt, equity or alternative financing structures and may occur at the public company or subsidiary level.

2. SIGNIFICANT ACCOUNTING POLICIES

d) Statement of compliance:

These Interim Financial Statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Interim Financial Statements were authorized by the audit committee and board of directors of the Company on October 23, 2019.

e) Basis of presentation:

The Interim Financial Statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these Interim Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these Interim Financial Statements are in accordance with IFRS and have not been audited.

The preparation of interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These Interim Financial Statements do not include all of the information required for annual financial statements.

The significant accounting policies for these Interim Financial Statements are consistent with those disclosed in the audited financial statements for the year-ended December 31, 2018. These Interim Financial Statements should be read in conjunction with the Company's audited consolidated financial statements for the year-ended December 31, 2018.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

c) Basis of consolidation:

The Consolidated Financial Statements of the Company include the following subsidiaries:

Name of subsidiary	Place of incorporation	Percentage ownership
Intercontinental Potash Corp.	*Canada*	100%
Trigon Exploration Utah Inc.	*USA*	100%

The Company consolidates the subsidiaries on the basis that it controls these subsidiaries when the Company possesses power over an investee, has exposure to variable returns from the investee, and has the ability to use its power over the investee to affect its returns. The Company deconsolidated the operations of PolyNatura Corp. (formerly International Potash Corp. (USA)) ("ICP(USA)") in fiscal 2017. Belgravia Dermatology Inc. was dissolved in January 2019. All intercompany transactions and balances are eliminated on consolidation.

d) Cash:

Cash is comprised of cash deposited at Canadian banks and secure, short-term, highly liquid demand deposits.

e) Investments:

All investments except investments in debt instruments are classified upon initial recognition at fair value through profit or loss ("FVTPL"), with changes in fair value reported in profit or loss. Purchases and sales of investments are recognized on the settlement date. Investments at FVPTL are initially recognized at fair value. Transaction costs are expensed as incurred in the statement of comprehensive income (loss). Investments in debt instruments are initially measured at fair value then subsequently measured at amortized cost using the effective interest rate method.

Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the FVTPL investments are recognized in profit or loss.

Investments in common shares of public companies are measured at fair value based on published market prices with unrealized gains and losses recognized through profit or loss. The valuation of these shares has been determined in whole by reference to the close price of the shares on the TSX, TSX Venture Exchange or Canadian Securities Exchange ("CSE") at each reporting date. Various warrants have been received as attachments to share purchase units and do not trade in an active market. At the time of purchase, the per unit cost is allocated to common shares and warrants using the residual value method. The value of the warrants is subsequently determined at the measurement date using the Black-Scholes option pricing model.

All privately held investments are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may, depending upon the circumstances, be adjusted with unrealized gains and losses recognized through profit or loss.

f) Significant accounting estimates and judgments:

The preparation of these Interim Financial Statements requires management to make judgments, estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, events or actions, actual results may differ from these estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

g) Revenue recognition

Management services revenue is recognized when services are rendered, and the amount can be reasonably estimated and collected. Any amount received for future services is recorded as deferred revenue and recognized as revenue when the related services are performed.

h) New standards, amendments and interpretations:

Effective January 1, 2019

IFRS 16 – Leases. IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The adoption of IFRS 16 did not have an impact on the Company's financial statements.

3. RECEIVABLES

Receivables are comprised of:

	September 30, 2019	December 31, 2018
GST receivable [(a)]	$ 37,684	$ 22,833
Management services fees receivable [(b)]	$ 107,880	$ 63,000
Total	$ 145,564	$ 85,833

a. The Company had GST receivable of $37,684 at September 30, 2019.

b. The Company provides management services to several companies in which the Company has invested. Pursuant to management services agreements, the Company was owed $107,880 at September 30, 2019.

4. INVESTMENTS

The Company's investments include common shares and warrants of Canadian companies that are listed on various Canadian stock exchanges and investments in private Canadian and U.S. companies as well as certain investment funds, such as money market funds and bond funds, held through Canadian investment dealers and debt instruments. The fair values of the common shares of the publicly-traded companies have been directly referenced to published price quotations in an active market. The fair value of investments in private companies is referenced to the most recent equity financing completed by each private company. The investments in unlisted warrants of companies that are publicly-traded are valued using the Black-Scholes option pricing model, with the following weighted average assumptions:

	Period ended September 30, 2019	Year ended December 31, 2018
Risk-free interest rate	1.59%	1.85%
Expected life of warrants	1.20 years	1.41 years
Annualized volatility	127.68%	170.11%
Dividend rate	0.00%	0.00%

4. INVESTMENTS (cont'd…)

As at September 30, 2019, fair value of the investments was $7,922,858 (2018 - $6,190,350). This includes the value of equity investments of $6,696,514 (2018 - $5,353,025), debt instruments of $325,000 (2018 - $nil), and value of warrants of $901,344 (2018 - $837,324.

During the nine-month period ended September 30, 2019, the Company recorded an unrealized gain of $1,819,200 (2018 – loss $134,609) for equity investments and an unrealized gain of $760,836 (2018 – $442,585) for warrants.

During the nine-month period ended September 30, 2019, the Company sold certain of its investments for proceeds totalling $2,356,386 (2018 - $5,040,190) and recognized a gain of $426,934 (2018 – recognized a loss of $116,219).

Investments at September 30, 2019	Number of Shares		Cost		Fair Value
Public Companies:					
Avricore Health Inc.	203,429	$	14,240	$	5,086
Azincourt Energy Corp	3,050,000	$	162,875	$	91,500
Blackrock Gold Corp.	9,780,000	$	929,100	$	2,934,000
Black Tusk Resources Inc	1,333,333	$	200,000	$	106,667
C21 Investment Inc.	162,000	$	205,410	$	90,720
Captor Capital Corp.	41,300	$	165,200	$	37,170
IMEX Systems Inc.	1,428,571	$	100,000	$	21,429
Imperial Mining GRP Ltd	6,816,667	$	422,649	$	443,083
Khiron Life Sciences Corp.	2,000	$	500	$	2,400
Magna Terra Minerals Inc.	1,140,000	$	41,162	$	11,400
Maritime Resources Corp.	2,554,545	$	250,909	$	217,136
Planet 13 Holdings Inc.	156,250	$	339,375	$	365,625
Plus Products Inc.	124,999	$	358,446	$	437,497
Tartisan Nickel Corp.	6,078,000	$	771,960	$	208,435
ThreeD Capital Inc.	200,000	$	60,000	$	7,000
Vital Hub Corp.	590,000	$	73,350	$	103,250
Weekend Unlimited Inc.	4,682,847	$	500,000	$	304,385
Zonetail Inc.	3,562,500	$	814,250	$	106,874
Private Companies:					
Coinstrike Inc.	2,000,000	$	200,000	$	200,000
GPCR Pharmaceuticals	2,680,000	$	131,000	$	670,000
Reciprocity Corp	779,590	$	218,000	$	272,857
Uni-Scan Global Inc.	500,000	$	60,000	$	60,000
Investments in Bridge Loan	n/a	$	325,000	$	325,000
Investments in Warrants	n/a	$	20,237	$	901,344
Total	47,866,031	$	6,363,663	$	7,922,858

4. INVESTMENTS (cont'd…)

		September 30, 2019		December 31, 2018
Current investments	$	7,532,973	$	4,705,201
Non-current investments		389,885		377,414
	$	7,922,858	$	5,082,615

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the following:

Cost		Computer equipment	Total
As at December 31, 2017	$	4,669	4,669
Additions		8,195	8,195
Disposal		(2,045)	(2,045)
As at December 31, 2018		10,819	10,819
Additions		-	-
Disposals		-	-
As at September 30, 2019	$	10,819	10,819
Depreciation			
As at December 31, 2017	$	3,403	3,403
Additions		2,399	2,399
Disposal		(2,014)	(2,014)
As at December 31, 2018		3,788	3,788
Additions		2,024	2,024
Disposal		-	-
As at September 30, 2019	$	5,812	5,812
Net book value:			
As at December 31, 2018	$	7,031	7,031
As at September 30, 2019	$	5,007	5,007

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2019		December 31, 2018	
Trade payables	$	2,209	$	48,940
Accrued liabilities		292,525		40,500
Other		6,243		8,197
Total	$	300,977	$	97,637

7. SHARE CAPITAL AND RESERVES

Common shares

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

Refer to the Consolidated Statements of Changes in Shareholders' Equity for a summary of changes in share capital and reserves for the period ended September 30, 2019. Reserves relate to stock options and warrants that have been issued by the Company (note 8).

During the nine-month period ended September 30, 2019, the Company issued nil common shares.

During the nine-month period ended September 30, 2018 the Company issued the following common shares:

- On January 10, 2018, the Company issued 133,990,000 units pursuant to a private placement at $0.05 per unit for gross proceeds of $6,699,500. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for $0.06 per share until May 10, 2019. The expiration of all warrants will be accelerated to 30 days if the share price reaches or exceeds $0.08 for ten consecutive trading days ("Acceleration Trigger"), with such 30-day period starting seven-day after the Acceleration Trigger. The Company issued 3,649,200 finder's warrants entitling the holder to acquire one Common Share for a period of 12 months at an exercise price equal to $0.19 (note 8).

- The Company issued 2,400,000 shares at an average price of $0.095 for gross proceeds of $228,000 pursuant to the exercise of stock options (note 8).

- The Company issued 30,843,810 shares at $0.08 for gross proceeds of $2,467,505 pursuant to the exercise of warrants (note 8).

  The Company issued 280,000 shares at $0.06 for gross proceeds of $16,800 pursuant to the exercise of broker warrants (note 8).

- The Company issued 280,000 shares at $0.06 for gross proceeds of $16,800 pursuant to the exercise of broker warrants (note 9).

- On May 24, 2018, the Company issued 5,000,000 shares at a deemed price of $0.10 per share with a deemed value of $500,000 as consideration to acquire 2,000,000 common shares of R&D Pharma Corp. The shares of the Company had a market price of $0.05 on that date, so the investment was initially recorded at $250,000 and an immediate unrealized gain of $250,000 was recorded on the transaction date.

8. STOCK OPTIONS AND WARRANTS

Stock options

The Company has an incentive stock option plan (the "Plan") whereby the Company may grant stock options to eligible employees, officers, directors and consultants at an exercise price to be determined by the board of directors, provided the exercise price is not lower than the market value at time of issue less any discount allowed by the stock exchange upon which the common shares are listed. The Plan provides for the issuance of up to 10% of the Company's issued common shares as at the date of grant with each stock option having a maximum term of ten years. The board of directors has the exclusive power over the granting of options and their vesting and cancellation provisions.

As at September 30, 2019, the Company had stock options outstanding, enabling the holders to acquire the following number of common shares:

Number of Options	Exercise Price	Average Contractual Life Remaining (years)	Expiry Date
2,500,000	$ 0.08	1.68	June 6, 2021
2,500,000			

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding December 31, 2017	17,400,000	$ 0.10
Cancelled/expired	(400,000)	0.12
Exercised	(2,400,000)	0.08
Granted	24,400,000	0.10
Outstanding December 31, 2018	39,000,000	0.10
Cancelled	(36,500,000)	0.13
Outstanding September 30, 2019	2,500,000	$ 0.08
Number of options exercisable at September 30, 2019	2,500,000	$ 0.08

During the period ended September 30, 2019, the Company granted nil (2018 – 24,400,000) stock options to consultants, officers, employees and directors of the Company. All options vested at the grant date.

The fair value of the options granted during the period ended September 30, 2019, as determined by the Black-Scholes option pricing model, was $nil (2018 - $2,903,527) or $nil per option (2018 - $0.12).

Share-based compensation recognized during the period was $nil (2018 - $2,903,527).

8. STOCK OPTIONS AND WARRANTS (cont'd...)

Warrants

As at September 30, 2019, the Company had nil warrants outstanding.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	
Outstanding as at December 31, 2017	35,386,903	$	0.08
Issued on January 10, 2018	133,990,000		0.18
Exercised	(30,843,810)		0.08
Expired on March 1, 2018	(164,285)		0.08
Expired on June 28, 2018	(4,378,808)		0.08
Amended (old) exercise price in October 2018	(133,990,000)		0.18
Amended (new) exercise price in October 2018	133,990,000		0.06
Outstanding December 31, 2018	133,990,000		0.06
Expired in July 2019	(133,990,000)	$	(0.06)
Number of warrants exercisable as at September 30, 2019	-	$	-

Broker warrants

As at September 30, 2019, the Company had nil broker warrants outstanding.

Broker warrants transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2017	280,000	$ 0.06
Issued January 10, 2018	3,649,200	0.19
Exercised	(280,000)	0.06
Outstanding as at December 31, 2018	3,649,200	0.19
Expired in January 2019	(3,649,200)	0.19
Outstanding as at September 30, 2019		$ -

9. RELATED PARTY TRANSACTIONS AND BALANCES

The accounts payable and accrued liabilities of the Company include the following amounts due to related parties:

	September 30, 2019	December 31, 2018
Key management personnel	$ 261,625	$ nil
	$ 261,625	$ nil

Key management personnel compensation (consisting of senior officers and directors of the Company):

	Nine-month ended	
	September 30, 2019	September 30, 2018
Short-term benefits *	$ 618,500	$ 666,500
Directors' fees **	153,750	240,500
Share-based compensation	-	1,952,868
Total remuneration	$ 772,250	$ 2,859,868

* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.
** Amounts are included within administration on the statement of loss and comprehensive loss.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Supplemental disclosure with respect to cash flows	Nine months ended September 30, 2019	Nine months ended September 30, 2018
Broker warrants issued as finders' fees	$ -	$ 458,051
Reversal of reserves upon exercise of stock options	$ -	$ 105,789
Reversal of reserves upon exercise of broker warrants	$ -	$ 3,645
Share issued for investments	$ -	$ 250,000

11. SEGMENTED INFORMATION

The Company has one operating segment focused on merchant banking as well as providing management services and pursuing the royalty streams from its previous potash project. All of the Company's capital assets are located in Canada.

12. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to invest to earn a risk-appropriate return for shareholders. The Company does not have any externally imposed capital requirements to which it is subject. The capital of the Company consists of items in shareholders' equity. The Company had no bank indebtedness at September 30, 2019. The Board of Directors do not establish quantitative return on capital criteria for management, but rather rely on the expertise of the Company's management to sustain future development of the business.

The Company manages the capital structure and makes adjustments to it in light of changes in available funds, economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, borrow money, or dispose of assets to adjust the amount of cash.

The Company's investment policy is to invest its cash necessary to fund operations for the next 12 months in demand investment instruments in high credit quality financial institutions to provide liquidity over the expected time of expenditures from continuing operations. The Company also invests some of its excess cash in common shares and other securities of private and public companies.

There were no significant changes in the Company's approach to capital management during the quarter ended September 30, 2019.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, investments, receivables, accounts payable and accrued liabilities and employment liability.

The carrying values of receivables, accounts payable and accrued liabilities and employment liability approximate fair value because of the short-term nature of these instruments.

As at September 30, 2019, the Company's classification of financial instruments measured at fair value within the fair value hierarchy are summarized below:

	Level 1	Level 2	Level 3	Total
Cash	$ 1,794,327	$ -	$ -	$ 1,794,327
Equity investments	5,493,657	-	2,104,201	7,597,858
	$ 7,287,984	$ -	$ 2,104,201	$ 9,392,185

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instruments (cont'd...)

As at December 31, 2018, the Company's classification of financial instruments within the fair value hierarchy are summarized below:

	Level 1	Level 2	Level 3	Total
Cash	$ 3,420,159	$ -	$ -	$ 3,420,159
Investments	2,680,439	-	2,077,176	4,757,615
	$ 6,100,598	$ -	$ 2,077,176	$ 8,177,774

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies, and from management services customers, which the Company believes will be fully collected.

Liquidity risk

As at September 30, 2019, the Company had a cash balance of $1,794,327 to settle current liabilities of $464,377. The Company is not subject to significant liquidity risk.

Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest some of excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates. Fluctuations in interest rates may impact the value of the Company's investments in publicly traded common shares.

Foreign currency risk

The Company's functional currency is the Canadian dollar; however, there are transactions and investments in U.S. dollars and the Company keeps some of its cash in U.S. currency. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate $110,000 impact on foreign exchange gain or loss.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instruments (cont'd...)

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are primarily concentrated in the junior healthcare, natural resource, and technology industries, which results in exposure to higher volatility than broader market investments and indexes. The Company's investments are accounted for at fair value and are sensitive to changes in market bid prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company holds investments in private and public traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Some investments may not be very liquid and dispositions may take time or may be sold at less than market prices. A 10% change in the fair values of the Company's investments at September 30, 2019 would have an $792,000 impact on results from operations.

14. CONTINGENCY

During 2018, the Company launched a legal claim against certain parties relating to an investment and management services agreement. The parties have filed a statement of defence and counterclaim. The outcome of these actions is not determinable at this time.