DIFFERENCE CAPITAL FINANCIAL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

for the quarter ended September 30, 2018

November 14, 2018

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MANAGEMENT'S DISCUSSION AND ANALYSIS

November 14, 2018

This Management's Discussion and Analysis ("MD&A") dated November 14, 2018 presents an analysis of the financial position of Difference Capital Financial Inc. ("Difference Capital" or the "Company") as at September 30, 2018, compared with December 31, 2017, and the results of operations for the three and nine months ended September 30, 2018, compared with the three and nine months ended September 30, 2017 and three months ended June 30, 2018. It is supplementary information and should be read in conjunction with the Company's audited financial statements and accompanying notes as at December 31, 2017 and unaudited interim condensed financial statements and accompanying notes for the period ended September 30, 2018. All dollar amounts in this MD&A are reported in Canadian dollars, unless otherwise stated.

Regulatory filings for Difference Capital may be found on SEDAR at www.sedar.com, while other information related to the Company is published on the Company's website at www.differencecapital.com.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

The unaudited interim condensed financial statements for the three and nine months ended September 30, 2018 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting as issued by the International Accounting Standards Board and on a basis consistent with the accounting policies disclosed in the annual audited financial statements for the year ended December 31, 2017.

FORWARD-LOOKING STATEMENTS

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of the Company, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "target", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, statements with respect to: the Company's investment approach, objectives and strategy, including its focus on specific sectors; the structuring of its investments and its plans to manage its investments; the Company's financial performance; and its expectations regarding the performance of certain sectors.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes that the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in forward-looking information contained in this MD&A include, but are not limited to: the nature of the Company's investments; the available opportunities and competition for its investments; the concentration of its investments in certain industries and sectors; the Company's dependence on its management team; risks affecting the Company's investments; global political and economic conditions; investments by the Company in private issuers which have illiquid securities; management of the growth of the Company; exchange rate fluctuations; and other risks and factors discussed in this MD&A under "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. The forward-looking information contained in this MD&A is provided as at the date of this MD&A, based upon the opinions and estimates of management and information available to management as at the date of this MD&A, and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

NOTE REGARDING NON-IFRS FINANCIAL MEASURES

This document contains references to “Net Asset Value” (basic and fully diluted) (“NAV”), which is a non-IFRS financial measure. The basic NAV is calculated by subtracting the aggregate fair value of the liabilities of the Company from the aggregate fair value of the assets of the Company on the date on which the calculation is being made and NAV per share is NAV divided by the total number of common shares of the Company outstanding as at the measurement date. Fully diluted NAV is calculated by taking basic NAV and accounting for any dilutive impact of outstanding securities of the Company that are convertible into or exercisable for common shares. The term net asset value per share does not have any standardized meaning according to IFRS and therefore may not be comparable to similar measures presented by other companies. Management believes that the measure can provide information useful to its shareholders in understanding the Company’s performance and facilitate the comparison of the results of its ongoing operations, and may assist in the evaluation of the Company’s business, relative to that of its peers.

ABOUT DIFFERENCE CAPITAL

Difference Capital is an investment company focused on creating shareholder value through strategic investments in growth companies. The Company aims to generate medium to long-term capital growth by investing in a diversified investment portfolio consisting predominantly of securities of private companies, particularly in the technology, media and health care sectors (“Target Companies”).

Subsequent to September 30, 2018, the Company and Tom Astle came to a mutual agreement that his employment would end as at March 31, 2019. Mr. Astle will continue to work on the investment portfolio with the balance of the team and will remain Acting Chief Financial Officer until his departure. Tom Liston, Managing Partner, has assumed the role of Chief Investment Officer of Difference Capital. Net investable assets have declined significantly since June 15, 2018, primarily due to the $29.2 million repayment of the Company’s Convertible Debentures (defined below) that was primarily funded through the successful monetization of several investments. With the decline in asset base, the Company has sought to reduce its expenses in general and particularly its compensation expense. In the third quarter of 2018, the Company also moved its office in order to dramatically reduce its occupancy expense.

Effective November 7, 2018, the Company’s auditor, Ernst & Young LLP resigned, and the Company appointed MNP LLP as its new auditor.

The Company continues to believe that having management aligned with shareholders will be a contributing driver of long-term performance. As of November 14, 2018 management and directors own approximately 49% of the Company’s issued and outstanding common shares.

On November 30, 2016, shareholders of the Company approved the consolidation of its common shares (the "Common Shares") on the basis of one (1) post consolidation common share for every five (5) pre-consolidation common shares outstanding (the "Consolidation"). All per share amounts in this MD&A have been adjusted for the Consolidation.

The Company is located in the Province of Ontario, Canada and its principal address is 2 St. Clair Avenue West, Suite 1201, Toronto, Ontario, M4V 1L5. The Company's registered office is located at Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, M5H 2V1. The Company is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

BUSINESS STRATEGY

The Company provides investors with an opportunity to gain exposure to unique investments. The Company generally, albeit not exclusively, seeks to invest in the mid to later stages of a target private company's development or in emerging technologies that are developed and validated but may be in the early stage of commercialization. This strategy allows the Company to invest in enterprises that are commercially viable and have visibility toward high growth. In the past, the Company has also made significant investments in early stage private companies as well as opportunistic investments in distressed United States real estate.

The Company is not bound to commit to any particular sector, thereby allowing for diversification; however, the present focus is generally on technology-related, media-related and other growth-focused, intellectual property-rich target companies. This approach may change over time as market conditions change and the capital markets respond. The Company evaluates each opportunity on its merits. The Company enters investments at a stage where potential exists to maximize strong returns and manages risk by applying the considerable business expertise of its directors and officers to the investments undertaken. With its portfolio invested in strategically targeted sectors, the Company is well positioned to benefit from continued global economic recovery and positive trends in Canadian and international growth companies.

In pursuit of returns, the Company, when appropriate, employs the following disciplines:

- The Company seeks to invest in later stage financings of private target companies. These rounds are typically labeled as series C or D rounds or "Pre-IPO".
- The Company seeks investments that include as many of the following characteristics as possible: (i) a product/service with global market potential; (ii) an established business model with high gross margins that indicate strong competitive advantages; (iii) the ability to sustain a growth rate in excess of 25% per annum; (iv) protected intellectual property; (v) scalability; and (vi) currently generating revenue in excess of several million dollars.
- At this time, the Company seeks investments primarily, albeit not exclusively, in the technology and media sectors where we have developed domain expertise and focuses on investments with clear paths to liquidity in a two to four year period. As investee companies need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Company.
- To compensate for the risk of investing in private companies, the Company has a target rate of return when entering such an investment of greater than a typical equity index return. Returns are expected to materialize partially from income on its debt and convertible debenture holdings, but primarily through capital gains based on the growth of its investments in equity and equity-linked securities.
- The Company acquires a detailed knowledge of the business and sector of the target company.

- Where appropriate, the Company seeks board representation or board observation rights.
- The Company utilizes the services of independent advisors and consultants to acquire additional information about target companies where appropriate.

On June 15, 2018 (the "Redemption Date"), the Company redeemed $15.0 million principal amount of its outstanding 8% convertible unsecured subordinated debentures due July 31, 2018 (the "Convertible Debentures"). The Convertible Debentures were redeemed at par, plus accrued and unpaid interest up to but excluding the Redemption Date.

On June 21, 2018 the Company issued a non-brokered private placement of senior debentures (the "Private Debentures") for aggregate gross proceeds of $6.7 million. The Private Debentures will mature on June 30, 2020 and bear an interest rate of 12% per annum calculated and payable quarterly, in arrears, in cash, on March 31st, June 30th, September 30th and December 31st (each an "Interest Payment Date") in each year commencing September 30, 2018. The Private Debentures may be redeemed in whole or in part at the option of the Company on not more than 45 days and not less than 15 days prior notice at a price equal to their principal amount plus accrued and unpaid interest (the "Redemption Amount"). In the event the Private Debentures are redeemed prior to June 30, 2019, the holder shall be entitled to receive, in addition to the Redemption Amount, any interest that would have otherwise accrued from the redemption date through June 30, 2019. The Private Debentures are also subject to a cash covenant, whereby any cash generated from the Company's portfolio in excess of $4.0 million will be used to redeem Private Debentures on a pro rata basis on each Interest Payment Date, if applicable. During the quarter ended June 30, 2018, no Private Debentures were redeemed.

In June 2018, the Company received a loan advance of USD 5.5 million ($7.1 million) from Difference RM Holdings USA Inc. ("DRM USA"), an indirect wholly-owned subsidiary, from the proceeds of the land sale in Rancho Mirage, California. The Company received from DRM USA a further USD 5.2 million ($6.8 million) in loan advance during the quarter ended September 30, 2018. As at September 30, 2018, the outstanding loan payable was USD 10.6 million ($13.9 million). The loan is payable on demand and bears an interest rate of 2.32% per annum. The Company expects to repay the loan advance from DRM USA in the second half of 2018 upon the winding up of DRM USA.

On July 31, 2018, the Company repaid the remaining $14.2 million of its outstanding principal amount of the Convertible Debentures, plus the final semi-annual coupon payment of $0.6 million.

The Company continues to be focused on the overall liquidity of its balance sheet. It intends to make only very few select new investments in the balance of 2018, while focusing on supporting existing investee companies and on monetizing appropriate positions when and where possible in order to generate funds to fulfill its financial obligations and meet its working capital needs.

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RESULTS OF OPERATIONS

The selected interim financial information set out below for the eight most recently completed quarters has been derived from the Company's unaudited interim financial statements and accompanying notes posted on www.sedar.com. Readers should read the following financial information in conjunction with those statements and notes.

($000's, except per share amounts)	2018			2017				2016
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Net realized gain (loss) on disposals of investments and marketable securities	(22)	974	(234)	442	143	(2,236)	260	(2,544)
Net change in unrealized gain (loss) on investments and marketable securities	130	(1,786)	(2,373)	4,759	(3,045)	2,707	172	(2,022)
Net gain (loss) on investments and marketable securities	108	(812)	(2,607)	5,201	(2,902)	471	432	(4,566)
Other income	22	280	180	298	366	631	316	450
Total expenses & Financing Costs	(963)	(1,393)	(1,534)	(1,472)	(1,552)	(1,437)	(1,533)	(2,128)
Net income (loss)	(833)	(1,925)	(3,961)	4,027	(4,088)	(335)	(785)	(6,244)
Earnings (loss) per share	(0.15)	(0.33)	(0.68)	0.69	(0.70)	(0.06)	(0.13)	(1.06)
Total assets	59,024	67,641	72,496	77,033	69,864	74,321	74,355	75,649
Total liabilities	20,736	28,524	31,362	31,995	28,881	29,224	28,819	29,421
Net asset value	38,288	39,117	41,134	45,038	40,983	45,097	45,536	46,228
Shares outstanding	5,815	5,817	5,817	5,817	5,819	5,835	5,859	5,859
Net asset value per share	6.58	6.72	7.07	7.74	7.04	7.73	7.77	7.89
Share price	2.75	3.10	2.85	3.75	3.30	4.15	4.05	4.15

Quarter Ended September 30, 2018

Net loss for the quarter ended September 30, 2018 was $0.8 million, or $0.15 per share compared to a net loss of $4.1 million, or $0.70 per share for the quarter ended September 30, 2017 and a net loss of $1.9 million, or $0.33 per share for the quarter ended June 30, 2018.

For the three months ended September 30, 2018, the Company had a small realized loss on disposition of its publicly traded securities, compared to a realized gain on disposition of $0.1 million during the same period last year and a realized gain of $1.0 million during the second quarter ended June 30, 2018.

For the three months ended September 30, 2018, the Company recorded $0.1 million of unrealized gain on investments and marketable securities, compared to a net unrealized loss of $3.0 million during the same period last year and a net unrealized loss of $1.8 million during the second quarter of 2018. The significant changes in unrealized gain (loss) of the Company's investments and marketable securities during the quarter were as follows:

- Marked-to-market gains of publicly listed investments and marketable securities including Mogo Finance Technology ("Mogo") of $0.3 million; offset by
- Unrealized losses on foreign exchange of $0.3 million on the Company's U.S. net assets.

During the three months ended September 30, 2017, the Company recorded $3.0 million of unrealized loss on investments and marketable securities. The unrealized loss was mainly attributed to a $1.4 million unrealized fair value loss in BuildDirect.com Technologies Inc. ("BuildDirect"), $0.7 million mark-to-market decrease in Mogo common shares, and $0.9 million of unrealized foreign currency translation loss in the Company's U.S. investments.

Other income included interest and dividend income of $0.2 million during the three months ended September 30, 2018, compared to $0.4 million in the same period of 2018 and $0.3 million in the previous quarter.

Total expenses, including interest on Convertible Debentures, for the quarter ended September 30, 2018 were $1.0 million, compared to $1.6 million for the same quarter in 2017 and $1.4 million in the previous quarter. The lower expense in the current quarter was attributed to lower financing costs compared to the same period last year.

Nine Months Ended September 30, 2018

For the nine months ended September 30, 2018, the Company reported a net loss of $6.7 million, or $1.16 per share, versus a net loss of $5.2 million, or $0.89 per share, for the nine months ended September 30, 2017.

The Company recorded $0.7 million of net realized gain on dispositions of investments and marketable securities during the nine months ended September 30, 2018. The realized gain was primarily attributed to the sale of TouchBistro Inc. of $0.8 million. The realized gain was partially offset by loss on the sale of Thunderbird Entertainment Inc. of $0.3 million.

During the nine months ended September 30, 2017, the Company recorded $1.8 million of net realized loss on dispositions of investments and marketable securities. The realized losses were primarily attributed to the disposal of the Company's remaining business interest in WG Limited ("World Gaming") ($2.2 million). The realized losses were partially offset by realized gains on disposals of publicly traded investments during the period ($0.3 million).

For the nine months ended September 30, 2018, the Company recorded $4.0 million of net change in unrealized loss on investments and marketable securities. The significant changes in unrealized loss of the Company's investments and marketable securities during the period were as follows:

- Marked-to-market losses of publicly listed investments and marketable securities including Mogo of $3.0 million;
- Write-down of investments in ScribbleLive Technologies Inc. and Waterloo Innovation Network LP totaling $1.9 million; offset by
- Unrealized gains on foreign exchange of $0.9 million on the Company's U.S. investments.

For the nine months ended September 30, 2017, the Company recorded $0.2 million of net change in unrealized loss on investments and marketable securities. Unrealized losses during this period were mainly attributed to unrealized loss on foreign exchange of the Company's investments in U.S. assets ($1.8 million) and an unrealized fair value adjustment to holdings in BuildDirect ($1.4 million). These unrealized losses were offset by a reversal of unrealized loss previously recorded on World Gaming ($2.3 million) that was realized when the investment was sold during the period and marked-to-market gains of publicly listed investments and marketable securities ($0.9 million).

Other income for the nine months ended September 30, 2018 was $0.5 million compared to $1.3 million during the same period in 2017. The decrease in other income was primarily due to lower interest and dividend income as a result of smaller holdings of convertible debentures and debentures.

Total expenses during the nine months ended September 30, 2018 were $3.9 million compared to $4.5 million in the same period in 2017. The significant components of expenses were as follows:

- Financing costs for the nine months ended September 30, 2018 were $1.9 million compared to $2.4 million during the same period in 2017;
- Compensation expense was $0.9 million versus $1.0 million in 2017;
- Professional fees, which include legal, audit and consulting expenses, were $0.7 million versus $0.5 million in 2017; and
- Provision for uncollectible receivables were nil versus $0.2 million in the same nine-month period in 2017;

LIQUIDITY AND CAPITAL RESOURCES

During the quarter ended September 30, 2018, cash used in operating activities was $1.1 million, compared to $1.3 million during the same period in 2017. The Company received $0.1 million in net proceeds from sales of investments and marketable securities during the quarter ended September 30, 2018 compared to $0.2 million in net proceeds received during the same quarter in 2017.

As at September 30, 2018, the Company had $0.2 million of cash and cash equivalents versus $9.3 million as at December 31, 2017.

Total investable assets, calculated as Net Asset Value excluding the Convertible Debentures and Private Debentures outstanding, as of September 30, 2018 were $45.0 million compared to $73.6 million at December 31, 2017.

As at September 30, 2018, the Company's investment and marketable securities portfolios were $58.7 million compared to $67.3 million at December 31, 2017.

On June 15, 2018, the Company redeemed $15.0 million of its outstanding Convertible Debentures. The Convertible Debentures were redeemed at par, plus accrued and unpaid interest up to but excluding the Redemption Date. On July 31, 2018, the Company repaid the remaining $14.2 million principal amount of the Convertible Debentures.

On June 21, 2018 the Company issued the "Private Debentures" for aggregate gross proceeds of $6.7 million. In the event the Private Debentures are redeemed prior to June 30, 2019, the holder shall be entitled to receive, in addition to the Redemption Amount, any interest that would have otherwise accrued from the redemption date through June 30, 2019. The Private Debentures are also subject to a cash covenant, whereby any cash generated from the Company's portfolio, excluding some trading flexibility around our public positions, in excess of $4.0 million will be used to redeem Private Debentures on a pro rata basis on each Interest Payment Date, if applicable.

In June 2018, the Company received a loan advance of $7.1 million from Difference RM Holdings USA Inc. ("DRM USA"). The Company received another loan from DRM USA in July 2018 in the amount of $6.8 million. As at September 30, 2018, the outstanding loan payable was $13.8 million. The loan is payable on demand and bears an interest rate of 2.32% per annum. The Company expects to repay the loan in the second half of 2018 upon the winding up of DRM USA.

On January 29, 2018, the Company received approval from the TSX to renew its NCIB ("2018 Debentures NCIB") to repurchase its Convertible Debentures. The Company also received approval from the TSX for an automatic purchase plan, which allows for purchases by the Company of its Convertible Debentures during Company-imposed black-out periods, and, subject to pre-determined pricing and volume restrictions imposed by the Company, to the rules and policies of the TSX and to specific terms of the 2018 Debentures NCIB. Outside of these pre-determined black-out periods, debentures were purchased in accordance with management's discretion. Pursuant to the policies of the TSX, the Company was authorized to acquire up to $2.9 million principal amount of its Convertible Debentures, representing 10% of the public float of the outstanding Convertible Debentures. The 2018 Debentures NCIB expired on July 31, 2018. During the three months ended September 30, 2018, the Company did not repurchase any Convertible Debentures through the NCIB.

During the quarter, shareholders' equity decreased by $0.8 million to $38.3 million. On January 29, 2018, the Company received approval from the TSX to renew its normal course issuer bid ("2018 Common Shares NCIB") to repurchase its common shares. The Company also received approval from the TSX for an automatic purchase plan, which allowed for purchases by the Company of its common shares during Company-imposed black-out periods, and, subject to pre-determined pricing and volume restrictions imposed by the Company, to the rules and policies of the TSX and to specific terms of the 2018 Common Shares NCIB. Outside of these pre-determined black-out periods, shares were purchased in accordance with management's discretion. Pursuant to the policies of the TSX, the Company was authorized to repurchase up to 301,251 of its common shares, representing 10% of the public float of the outstanding common shares. The 2018 Common Shares NCIB will expire on January 30, 2019. In connection with the 2018 Common Shares NCIB, the Company repurchased 2,100 Common Shares during the three months ended September 30, 2018 [September 30, 2017 – nil] at an average price of $2.79 per Common Share.

Net Asset Value as at September 30, 2018 was $38.3 million or $6.58 per share compared to $41.0 million, or $7.04 per share, as at September 30, 2017, and $45.0 million, or $7.74 per share as at December 31, 2017.

The Company believes it has adequate working capital and liquid investments to support its operations. The Company is focused on monetizing investment positions, when and where possible, in order to generate cash to meet its operating needs and towards repayment of the Private Debentures.

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INVESTMENTS

The table below provides a summary of the Company's investments by industry sector as at September 30, 2018:

Industry Sector	Average Cost ($000)	Fair Value ($000)
Financial Technologies	16,912	14,606
Healthcare	4,442	5,361
Internet	20,195	8,583
Media/Media Technologies	9,362	5,745
Technologies	9,198	8,197
Other	9,866	16,021
	69,975	**58,514**

See Schedule of Investments on pages 6 and 7 of the unaudited financial statements and accompanying notes for the quarter ended September 30, 2018 for additional details.

Significant purchases, sales and changes in valuation of investments during the quarter ended September 30, 2018 included the following:

Difference RM Holdings Corp. ("Difference RM")
As at September 30, 2018, the Company's carrying value in Difference RM reflects the cash and loan receivable held by DRM USA (see note 6 of the interim financial statements for additional disclosure).

Mogo Finance Technology Inc. ("Mogo")
During the quarter ended September 30, 2018, the Company sold its remaining $3.1 million principal amount of Mogo convertible debentures and invested $3.1 million in Mogo common shares. The Company marks to market its investments in Mogo, resulting in approximately $0.3 million of unrealized gain during the quarter.

Carta Solutions Holding Corporation ("Carta")
In September 2018, the Company converted $1.3 million of short-term loans to Carta plus accrued interest into preferred shares of Carta.

Cardiac Dimensions Pty. Ltd. ("Cardiac")
In September 2018, the Company converted $0.3 million of Cardiac convertible debentures plus accrued interest into preferred shares of Cardiac.

Other
The Company recorded $0.3 million of unrealized foreign currency translation loss in the Company's U.S. investments.

MARKETABLE SECURITIES

Marketable securities and marketable securities sold short are acquired principally for the purpose of selling or repurchasing in the near term. Marketable securities include equity securities, debt securities and warrants of public company issuers that are publicly traded on recognized stock exchanges. Marketable securities are carried at their fair value and any changes in fair value are recognized in income as a change in unrealized gain (loss) on investments.

Marketable securities consist of the following:

As at	September 30, 2018	December 31, 2017
	($000)	($000)
Equity securities	178	368
	178	368

RELATED PARTY TRANSACTIONS

As part of its investment process and where the Company is making a significant investment relative to the total outstanding equity of an investee, the Company may seek representation on the board of directors of such investee companies, or the rights to attend and observe board meetings.

On November 2, 2017, the Company made a $1.0 million short term loan to Wekerloo Developments Inc. (“Wekerloo”), a private commercial real estate holding company wholly-owned by Michael Wekerle, the Company’s Executive Chair who, directly and indirectly, owns approximately 46% of the common shares of the Company. The loan earned interest of 3.5% per annum and had an initial term of three months. Wekerloo used the proceeds of the loan to make a payment towards the purchase of an interest in a commercial real estate investment in Waterloo, Ontario. As further consideration for making the loan, and at no additional cost, the Company has the right to become a 50% co-investor in such real estate investment. In March 2018, the Company extended the loan, plus accrued interest, to December 31, 2018 at 10% interest.

The Company currently holds common shares (“Mogo Shares”) of Mogo Finance Technology Inc. (“Mogo”). With respect to its investment in Mogo, the Company is an associate of Michael Wekerle. As of November 14, 2018, Michael Wekerle held an aggregate of 2,550,972 Mogo Shares directly and the Company held 2,449,163 Mogo Shares. The two parties collectively had control or direction of an aggregate of 5,000,135 Mogo Shares, representing 21.8% of the issued and outstanding Mogo Shares.

Difference RM Holding Corp. (“DRM”) owns 100% of Difference RM Holding USA Inc. (“DRM USA”), which in turn owns 52% of Difference RM Properties LLC (“DRM Properties”). Prior to March 2018, DRM Properties owned a 40% tenants-in-common interest in a 618 acre parcel of undeveloped land in the City of Rancho Mirage, California, immediately to the southeast of Palm Springs. In March 2018, DRM Properties sold its ownership interest in the undeveloped land for cash and a small residual interest in the acquiring entity. In June 2018, DRM Properties received cash proceeds from the sale of the residual interest in the acquiring entity. During the quarter ended June 30, 2018, DRM Properties distributed the initial cash proceeds from the sale, representing approximately 95% of total proceeds, to its partners. During the quarter ended September 30, 2018, DRM Properties distributed the remaining cash proceeds from the sale to its partners. As at September 30, 2018, the Company's carrying value in DRM reflects the cash and loan receivable held by DRM USA.

In June 2018, the Company received a loan advance of $7.1 million from DRM USA. During the quarter ended September 30, 2018, the Company received another loan from DRM USA, in the amount of $6.8 million. The loans are payable on demand and bear an interest rate of 2.32% per annum. The Company expects to repay the loans in the second half of 2018 upon the winding up of DRM USA.

CONTRACTUAL OBLIGATIONS

The table below is a summary of the Company's contractual obligations at September 30, 2018:

(thousands of dollars)	**Total**	**1 year or less**	**1 to 3 years**
Accounts payable and accrued liabilities	166	166	-
Due to related party	13,792	13,792	-
Accrued interest	78	78	
Private Debentures	6,700	-	6,700
Total	20,736	14,036	6,700

The Company pays management a bonus pool equivalent to 20% of the increase in investable assets over a hurdle rate of 3.0% per annum, with a perpetual high water mark beginning with the December 31, 2014 total investable assets. Investable assets are determined by subtracting the aggregate fair value of the liabilities of the Company (excluding any convertible debentures or debenture issued by the Company) from the aggregate fair value of the assets of the Company on the date on which the calculation is being made. For the purposes of the annual incentive cash bonus calculation, change in investable assets exclude any equity and debt capital raised or repurchased by the Company during the period in which the calculation is being made. Individual bonus pool allocations to management and employees are subject to Board approval. As at September 30, 2018 and December 31, 2017, there were no accruals for the annual incentive bonus plan.

NEW ACCOUNTING STANDARDS

Effective January 1, 2018, the Company adopted the following accounting standards:

(i) IFRS 9 FINANCIAL INSTRUMENTS

On January 1, 2018, the Company adopted IFRS 9, Financial Instruments ("IFRS 9"), which replaces the guidance in IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39").

The new standard provides a new approach for the classification of financial assets, which is based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial assets.

Under IFRS 9, financial assets are classified as either fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") or amortized cost and financial liabilities are categorized as either FVTPL or amortized cost. For financial liabilities designated as fair value through profit or loss, IFRS 9 requires the presentation of the effects of changes in the liability's credit risk in other comprehensive income instead of net income. Classification and measurement of liabilities remains generally unchanged under IFRS 9.

Upon transition to IFRS 9, the Company's financial assets and financial liabilities previously classified as held-for-trading and those designated as fair value through profit and loss under IAS 39 are now categorized as FVTPL. All assets previously classified as loans and receivables and other liabilities under IAS 39 are now classified as amortized cost under IFRS 9. There were no changes in the measurement attributes for any of the financial assets and financial liabilities upon transition to IFRS 9.

(ii) IFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS

On January 1, 2018, the Company adopted IFRS 15, Revenue from Contracts with Customers ("IFRS 15").

The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new guidance includes a five-step recognition and measurement approach, requirements for accounting of contract costs, and enhanced quantitative and qualitative disclosure requirements. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new standard did not have a material impact to the Company as interest and dividend income and gains and losses on investments are generated by transactions that are outside the scope of IFRS 15.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's 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 amounts of revenues and expenses during the reporting period. Key areas of estimation where management has made difficult, complex or subjective judgments include:

Business model assessment under IFRS 9

The objective of the Company is to achieve long-term capital appreciation and its investment portfolio is managed on a fair value basis. The Company therefore applies the business model allowed by IFRS 9, *Financial Instruments,* which requires its portfolio to be classified at fair value through profit or loss.

Determining the appropriate business model and assessing whether cash flows generated by an asset constitute solely payments of principal and interest (SPPI) is sometimes complex and may require significant judgement.

Fair value estimation

The determination of the fair value of privately held investments, which include debt and equity securities, requires that judgement be applied to the specific facts and circumstances of each investment. Actual results could differ from these estimates. Refer to Note 14, Fair Value Measurement, in the annual 2017 audited financial statements, for disclosure on fair value estimation of private investments.

Equity-based compensation

The Company has an incentive stock option plan (the "Stock Option Plan"), as amended and restated on June 13, 2013, for the directors, officers and employees of the Company.

The Company uses the fair value method to account for stock options. The fair value of stock options, determined on the grant date, using the Black-Scholes option pricing model, is expensed using the graded vesting method over the vesting period as compensation expense with a corresponding increase in contributed surplus. When the options are exercised, amounts originally recorded against contributed surplus as well as any consideration paid by the option holder is credited to share capital.

The amount recognized as compensation expense is adjusted to reflect the number of stock options for which the related service conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of stock options that meet the related service condition at the vesting date.

FUTURE ACCOUNTING CHANGES

The Company continues to monitor the potential changes proposed by the International Accounting Standards Board and considers the impact changes in the standards would have on the Company's operations.

IFRS 16, Leases ("IFRS 16")
In January 2016, the IASB issued IFRS 16, which replaces the previous lease standard, IAS 17, Leases, and related interpretations. The new standard requires all leases, other than short-term leases, to be reported on-balance sheet through recognition of a right-of-use asset and a corresponding liability for future lease obligations. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of IFRS 16 on its financial statements.

OUTSTANDING SHARE DATA

The Company has two authorized classes of shares: an unlimited number of common shares and an unlimited number of preference shares, issuable in series.

As at November 14, 2018, there were 5,814,621 common shares outstanding. There are no outstanding preference shares.

As at November 14, 2018, there was an aggregate principal amount of $6.7 million Private Debentures outstanding.

Under the Stock Option Plan, the number of common shares that may be issued as a result of the grant of options shall not exceed 10% of the number of the then-issued an outstanding common shares of the Company at the time of grant. As at November 14, 2018, 10% of the issued and outstanding common shares were 581,462 common shares. As at November 14, 2018, an additional 241,462 common shares could have been granted under the Company's Stock Option Plan.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's disclosure controls and procedures are designed to provide reasonable assurance the information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified under securities laws and include controls and procedures that are designed to ensure that information is accumulated and communicated to management including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) to allow timely decisions regarding disclosure. The CEO and CFO, together with management, are responsible for the design of the Company's disclosure control and procedures (as defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*). Management, under the direction of the CEO and CFO, has evaluated the effectiveness of the disclosure controls and procedures as at September 30, 2018, and has concluded that they are reasonably assured that such controls and procedures were effective.

Management, under the supervision of the CEO and CFO, is responsible for the design and maintenance of adequate internal controls over financial reporting for the purposes of providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, due to its inherent limitations, internal controls over financial reporting can only provide reasonable, not absolute, assurance that the financial statements are free of misstatements. Management, under the direction of the CEO and CFO, evaluated the effectiveness of the Company's internal controls over financial reporting as at September 30, 2018 and has concluded that internal control over financial reporting was appropriately designed and operating effectively. There have been no changes during the quarter ended September 30, 2018 in the Company's internal controls over financial reporting that have materially affected, or are reasonable likely to materially affect, the Company's internal controls over financial reporting.