Torrent Capital Ltd.
Management Discussion and Analysis
Year ended December 31, 2021

This Management's Discussion and Analysis ("MD&A") of Torrent Capital Ltd. ("Torrent" or the "Company") is dated April 14, 2022 and provides an analysis of the financial operating results for the years ended December 31, 2021 and December 31, 2020. This MD&A should be read in conjunction with the audited annual financial statements and accompanying notes for the years ended December 31, 2021 and December 31, 2020 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for financial statements. All amounts are in Canadian dollars unless otherwise specified. The MD&A, financial statements and other information, including news releases and other disclosure items are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com under the Company's profile. The common shares of Torrent Capital Ltd. are traded on the TSX Venture Exchange under the symbol "TORR".

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

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

Company Overview

Torrent Capital Ltd. ("Torrent", or the "Company") is a publicly traded investment issuer listed under the symbol TORR on the TSX Venture Exchange ("TSXV"). Torrent invests primarily in the securities of public and private companies, with the objective of increasing shareholder return. The Company seeks to identify investments by utilizing the experience and expertise of its management team and Board of Directors (the "Board").

Torrent invests in companies that are deemed to be trading at a discount to their intrinsic value or in early-stage businesses offering a potential high return on investment. On behalf of our shareholders, Torrent allocates its capital towards a multitude of sectors and businesses at various stages of development. The Company typically maintains a concentrated portfolio of public securities and may invest in private placements, event driven opportunities, special situations, and private companies with a clear liquidity window. Torrent also provides advisory services to select companies in conjunction with our investment mandate. Advisory services are focused on those businesses that may benefit from Torrent's extensive corporate finance and capital markets experience.

Investment Issuer Strategy

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

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

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

- The Company will invest in the securities of both public and private companies and may take part in private or public offerings for predetermined royalties, equity positions, debt, convertible or preferred securities.
- Investment arrangements may include a combination of securities including, but not limited to, equity, debt, warrants, preferred shares, bridge financing, collateral, royalty arrangements or other securities as deemed appropriate by the Company's Management and in compliance with the Investment Policy. In certain cases, the Company expects to enter into oversight arrangements as a condition of the investment. Oversight may range from Board of Director appointments, advisory positions, or management consulting positions with the target companies.
- The Company may purchase or sell securities on public exchanges.
- The Company reserves the right to acquire all or part of other businesses or assets of a target company that Management believes will enhance the value for shareholders.
- The Company will be industry agnostic in terms of investment sectors. The Company's investments shall not be required to follow a percentage of industry diversification. The Company's Management and Board will make use of expertise within the Company and invest in industries that Management believes the involvement of the Company's funds and expertise can provide superior returns for shareholders.
- The Company may make investments in extra-ordinary activities, or activities not in the normal course of business, which may include but not be limited to mergers, acquisitions, corporate restructurings, spin-offs, take-overs, bankruptcies or liquidations, leveraged buyouts or start-ups. The Company may elect to invest in such events, provide financing or purchase securities in exchange for fees, interest, or equity positions.
- Torrent's investment time horizon varies from investment to investment and contains a mix of short, medium and longer-term investments. The Company reserves the right to increase or decrease its investment position at any time. As a matter of practice, the Company does not report on its investment activity or position changes between quarterly results.
- Upon achieving large gains or stock appreciation in any single investment, it is the Company's policy to reduce our investment position over time to ensure that no investment represents a disproportionate share of Torrent's Investment Portfolio.
- Depending on market conditions, the Company intends to fully invest its available capital, apart from working capital requirements. Any funds not invested at a point in time will be expected to be invested in the near term.
- All investments will be made in compliance with applicable laws in relevant jurisdictions and in compliance with any associated exchange policy.

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

Investment Portfolio

The Company initiated and maintains positions in WildBrain Ltd. (TSX: WILD), kneat.com, inc. (TSXV: KSI), Electrovaya Inc. (TSX: EFL), AnalytixInsight Inc. (TSXV: ALY), and The Game Day (Private - "TGD"), a Cleantech Investment Portfolio, a Resource Investment Portfolio, as well as investments in a number of other public and private companies.

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

kneat.com, inc. ("KSI")

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

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

Since the initial completed and tested platform rolled out in 2014, Kneat Gx has been licenced by some of the world's leading Life Sciences companies and KSI appears to be entering a rapid growth phase. KSI's client base is now comprised of many of the Tier 1 biotech and pharmaceutical companies. In a short period of time, KSI has over 20 customers and its presence in manufacturing sites has grown from 15 locations to over 300 locations. KSI is unable to mention their clients by name, however, analysts have speculated that the roster could include the likes of Pfizer, GSK and Johnson & Johnson, among others. For a small market cap software company to be supporting names of this calibre, especially given the business-critical element of the Kneat Gx platform, would be a huge vote of confidence for KSI and its software platform.

KSI has an enterprise value of $260 million which is modest in relation to its experienced management team, a growing Tier 1 customer base, limited debt, strong cash position, rapid stage of growth and industry leading technology. Torrent also believes that the company's value proposition is rigid during various economic cycles given the critical nature of its intellectual property ("IP") and the fact that it is exposed to well-run multi-national companies in the Healthcare Sector.

WildBrain Ltd., ("WILD")

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

WILD has been a turnaround story after making untimely and expensive acquisitions that resulted in a sizeable debt overhang, weak revenue growth and asset impairment charges. The company had been stuck in a "show me" vacuum as the market waited to see substantial traction in earnings, a moderating debt profile and attractive deals to monetize its assets. In prior periods this resulted in an underperforming share price despite the high-profile content war taking place as large companies like Amazon, Apple and Netflix compete aggressively for streaming material such as that produced by WILD.

Torrent believes WILD is making a turn as its new management team has been taking steps to restore confidence in the market, improve cashflow and moderate its debt profile. The company has made numerous changes at the management and board level and has rebranded itself from DHX Media to WildBrain to capitalize on its rapidly growing Subscription Video on Demand ("SVOD") WildBrain Spark division. WILD has moved its focus to a distribution model centered on online streaming instead of the more traditional television distribution model. WILD has announced content and distribution deals with Apple, Comcast, Netflix, and CBS All Access. The recently announced partnership with SEGA to produce a Sonic the Hedgehog series for Netflix further illustrates the company's creative pipeline and bolsters earnings visibility as WILD will share in production, distribution and licencing revenues. All of these aforementioned transactions highlight the quality of WILD's catalog, the growth potential of its streaming business and illustrate that the company is making good on its promise to realize the full value of its assets.

Torrent believes that WILD's strategic shift towards a 360° approach to its IP catalogue has moved the business towards a higher margin, higher free cash flow model and should continue to surprise the market with improved revenue and profitability as it makes additional deals to monetize its deep content catalogue. The company continues to trade at a discount to both the inherent value of its assets and its peer group, despite its much-improved business prospects. WILD should continue to enjoy a re-rating in the market as the company strikes additional content deals, the Spark division sees renewed growth and its debt profile continues to moderate as the company posts consecutive quarters of improved operating performance.

In late 2021, Torrent became aware of WildBrain's concerns with respect to the proposed Rogers Communication Inc.'s ("Rogers") acquisition of Shaw Communication Inc. ("Shaw") as expressed to the CRTC as part of the regulators review of that proposed transaction. Torrent understands that WildBrain has asked the CRTC to either decline to approve this merger or, if approved, impose several safeguard conditions to protect third parties like WildBrain in the Canadian markets. WildBrain has expressed its concerns around the post merger size of the combined Rogers/Shaw, as a Broadcasting Distributor ("BD"), being more than 50% of the English language market. It suggested that such a lack of competition could result in programmers being forced to accept lower than fair market rates and have those rates being applied to the current Canadian Rogers base and to more than 50% of the English Canada marketplace. Accordingly, there is the possibility of some corresponding downward pressures on WildBrain's revenue derived from the Canadian media markets, the probability and financial impact of which is undeterminable at this time.

Electrovaya Inc. (“EFL”)

EFL was founded in 1996 as a research and development company focused on lithium-ion battery technologies and manufacturing processes. In 2000, EFL listed on the Toronto Stock Exchange and over the years has delivered projects for specialized applications in the aerospace, automotive and personal electronics segments.

In its early years, EFL developed key IP related to fundamental cell technologies through to battery systems technologies. More recently, EFL has focused on battery solutions for heavy duty applications that require superior cycle life and performance. It has developed unique, ultra-long cycle life battery systems, specially designed for materials handling electric vehicles (“MEHVs”). The company is also a supplier of specialized battery modules and systems to large Original Equipment Manufacturers.

EFL is currently focused on manufacturing lithium-ion batteries and systems for MEHVs and other electric transportation applications. Its main business is the sale of lithium-ion batteries to power MEHVs including forklifts and automated guided vehicles. Additionally, EFL sells related accessories and systems to support the use of electromotive power products in electric trucks, electric buses and other transportation applications.

In December 2019, EFL moved to a 62,000 square foot battery design and manufacturing facility in Mississauga, Ontario. To date, EFL has developed 42 battery models for the e-forklift market. The company has received purchase orders from multiple Fortune 1000 companies including Walmart, Mondelez, and The Raymond Corporation, a Toyota Industries subsidiary (“Raymond”). EFL batteries are powering e-forklifts in over 80 locations, primarily in the USA, Canada and Mexico distributing its products into both the replacement market and the new vehicle market. It also develops and markets batteries and modules for energy storage and green electro-mobility vehicles and won a contract with Sustainable Development Technology Canada to assist in developing a high voltage battery for electric buses. The e-bus market is supported by strong industry tailwinds as major metropolitan centers, such as Los Angles, New York, Toronto, and Vancouver, commit to transitioning their entire bus fleets to electric.

EFL is a compelling investment opportunity given that annual demand for lithium-ion batteries is growing at a record pace on an annual basis. It has robust IP and established relationships with top-tier clients which gives it a substantial competitive advantage. EFL’s OEM partner, Raymond, recently published a lithium-ion battery whitepaper and clearly highlighted quantifiable reasons why EFL has the best battery on the market.

AnalytixInsight (“ALY”)

AnalytixInsight is a fintech company that creates and distributes financial content utilizing artificial intelligence (AI), machine learning (ML) and big data analytics. In addition, the company develops business critical financial marketplaces on behalf of its enterprise clients as they digitally transform their operations to compete within the fintech revolution. The company’s fintech solutions are used by The Wall Street Journal, Morningstar, Refinitiv, and Intesa Sanpaolo to name a few. ALY is currently comprised of three operating divisions: Capital Cube, MarketWall and Euclides technologies.

Capital Cube is the financial engine that powers ALY’s data and analytics capabilities. Utilizing AI/ML to scrub data pulled from the cloud, the company performs over 100 billion daily computations to take raw and unstructured data and convert it into useable financial content. The company currently has a strategic partnership with Refinitiv and its content is used by Intesa Sanpaolo, MarketWatch, the Wall Street Journal and Samsung Electronics, among others.

MarketWall is ALY's fintech subsidiary in the form of a joint venture with Intesa Sanpaolo. MarketWall facilitates the digital transformation of legacy financial services companies by creating and maintaining comprehensive cloud-based platforms that integrate data, people, services, and processes across organizations.

MarketWall created and maintains InvestoPro, Intesa Sanpaolo's cloud-hosted discount brokerage platform which is a web-based trading platform supported by multi-device technology with new age features and content. Intesa Sanpaolo is currently migrating its clients to the platform after receiving regulatory approval in 22 European countries in 2021. Furthermore, InvestoPro is currently preloaded on all Samsung's personal devices and smart TVs in Europe.

MarketWall GEMINA is a white label, cloud-hosted trading platform accessible on multiple devices, which combines software, data and research. Morningstar Inc. recently launched Morningstar Global Market, which is powered by MarketWall GEMINA. Morningstar Global Market will be a first attempt to offer a dashboard product to compete with Bloomberg and Refinitiv Eikon.

Euclides designs and implements workforce optimization solutions for large global enterprises in the Field Service Management (FSM) industry. Backed by advanced software, cloud, and AI technologies, Euclides' FSM platform maximizes efficiency, increases revenue, reduces costs and improves customer satisfaction for clients representing 100,000+ workforce personnel. Euclides is an IFS channel partner and has a wide range of FSM clients including Whirlpool, Alliant Energy, ADT Inc., and American Water Works, among others.

ALY has a $50 million market cap which is extremely low for a fintech company that has strategic partnerships with several industry leading financial services companies that feature market capitalizations at much higher values. When valuing the company on a sum of the parts, Torrent sees the combined value of Capital Cube, MarketWall and Euclides significantly higher than is reflected in its market price. After years of development, ALY is entering a stage of rapid growth, and the inherent value of its assets will be difficult for investors to ignore as the company begins to see elevated revenues and profitability.

The Game Day ("TGD" - Private)

TGD is a digital sports media company for the next generation of betting and fantasy fans. It was founded in May 2020 by an award-winning creative and social media team. Founders of the company and its board have had many successful exits with prior start-ups. Senior management has extensive experience with tenure at Apple, Overtime, Vice Media, The Athletic, Catena and Whistle.

TGD works with leading sports influencers, athletes, and talent to provide the latest news, entertainment, real-time updates, and resources for its highly engaged audience. It offers both odds and expert picks, as well as direct access to the major affiliated sportsbooks.

The platform's original content and social distribution network are designed to make the betting experience more accessible and entertaining, informing potential sports bettors as they make gaming decisions. TGD's network and its content can be found on Instagram, Facebook, YouTube, Twitter, TikTok, as well as across its Creator's Program.

TGD's three primary business segments are affiliate, sponsorship, and syndication with a focus on the NFL, NBA, MLB and NCAA. The company also recently launched its offering aimed at the online casino and betting space.

The affiliate business integrates its content with sports, casino, and daily fantasy sports to reach a highly engaged audience. By working with TGD, these entities enjoy reduced client acquisition costs which can be $500-$1,000 per player in a very competitive market. TGD receives a fee for introducing players to these companies ranging from $250-$350 for each first time player.

The sponsorship segment integrates product offerings into its content from business-to-consumer ("B2C") online operators across multiple mediums. This is an impression-based model, with TGD being paid a set fee plus upside via the number of impressions.

The syndication business is the licencing of original content and formats to established and emerging digital media outlets and SVOD/FAST services. TGD receives a licensing fee and profit share revenue.

In a short period of time, TGD has built one of the largest digital sports & sports betting audiences in North American registering over 160 million social media impressions a month across all platforms. Over the past year, the company has seen social impressions increase 78% and monthly revenues were up 492%, both of which exceeded expectations.

Torrent expects continued growth for TGD across various KPIs and believes that revenues could grow significantly in the near term. This growth will be driven by momentum in existing revenue growth and engagement, an increasing number of US States legalizing sports betting and higher affiliate and sponsorship fees for TGD given its enhanced credibility and scale.

Cleantech Investment Portfolio (fifteen public companies)

The ongoing challenge of climate change and sustainability is driving a secular transition towards renewable energy and considerable investment in the development of clean technology. What is often referred to as the "Green Wave" is being driven by aggressive government stimulus programs and mandates to move the World's largest economies towards net carbon neutrality along with a corresponding shift in consumer attitudes in favor of those companies promoting Environment, Social and Governance ("ESG") and Cleantech principals. Furthermore, the economics of numerous cleantech companies have improved considerably over the past decade, which has led to a renewed interest in the sector and strong investment inflows.

The 2020 Canadian Responsible Investment Trends Report reveals that responsible investment ("RI") continues to grow rapidly in Canada. The biennial report tracks the scale, trends, and outlook for RI, which refers to investments that incorporate ESG issues into the selection and management of investments. According to the report, RI assets grew from $2.1 trillion at the end of 2017 to $3.2 trillion at the end of 2019. This represents a 48% increase in RI assets under management over two years. RI now accounts for 61.8% of Canadian assets under management, up from 50.6% two years earlier.

This mounting market share illustrates that Canadian investors increasingly view cleantech factors as important components of investment decisions, with an overwhelming majority of 97% of respondents expecting moderate to high levels of growth in RI over the next two years. RI is a paradigm shift, as investors increasingly allocate capital towards investment funds and exchange traded funds that have a clear ESG or cleantech mandate.

Torrent has been capitalizing on the increasing investment flows into the ESG space by sourcing promising opportunities in various segments of the green economy. We are focused on those companies that have sound business plans, solid IP and realistic economic assumptions, as opposed to those names that pitch unproven technology that have little chance of becoming economically viable. In particular, Torrent has made investments in the following cleantech subsectors: electric vehicles, lithium battery manufacturers, lithium producers, hydrogen, solar, green natural gas, off-grid energy and agricultural technology.

Resource Investment Portfolio (six public companies)

Global policy makers have responded to the COVID-19 pandemic with unprecedented monetary and fiscal stimulus in an effort keep their economies afloat. This wave of stimulus has coincided with historically low interest rates, very strong consumer demand, a tectonic shift towards cleantech technologies (away from cheap energy) and a stretched global supply chain – all contributing to solid commodity demand and inflationary pressures. This strength has been supercharged by the conflict in Ukraine and continued geopolitical uncertainties associated with the global supply chain.

Asset prices, whether it is real-estate, stocks, copper, wheat, lumber, or cryptocurrency, are at or close to all-time highs. There has been ongoing debate as to how much of this strength is a monetary phenomenon, as opposed to a result of strong end demand against a stretched supply chain. Said differently, are we due to experience runaway inflation, or are much of these pressures transitory in nature? Time will tell, but under both scenarios, and taking a one-year view, commodity prices and related stocks should remain well bid.

Against this backdrop, we have been selectively adding resource companies to our portfolio. We have a moderate allocation towards gold stocks that tend to perform well during inflationary periods and those defined by geopolitical uncertainty. Most importantly, considering escalating inflation, real rates remain deep in negative territory which is bullish for gold as it creates imbalances in the financial system and reduces bonds attractiveness as a store of value. Despite the recent underperformance of gold bullion and related equities in relation to other segments of the commodity market geared towards global growth, gold and related stocks should catch up to the broader commodity market. During the previous extended bear market for gold, gold companies focused on profitability, balance sheet strength, and a bias towards high-quality projects in secure regions. It led to a dearth of quality exploration companies due to a lack of risk capital in the space. The sector remains under owned and there are fewer publicly listed companies to accommodate the influx of investment capital. This should translate into solid returns for gold stocks over the next few years.

We remain positive towards those commodities exposed to the electrification of the global economy and the burgeoning demand for electric vehicles. These companies include rare earth and lithium explorers and developers that should enjoy exponential demand growth as key components in a multitude of cleantech applications. We will continue to comb the market for additional names in this segment of the market as it is underpinned by substantial tailwinds, despite short term relative underperformance.

In addition, we have been adding energy services exposure given the increased need for global energy production to dampen inflation and bolster North American energy security in light of the Russia-Ukrainian conflict. There will be tremendous political pressure to increase crude oil and natural gas production in the West along with the revisiting of some energy sources like uranium and thermal coal sourced by improved clean technologies. We see upside in the drilling and the engineering and constructions space, as they trade at trough valuations despite the coming wave of capex in the energy sector.

Unrealized gain/(loss) on Marketable Securities

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

The Company fair values its Investment Portfolio based on the market prices of the shares at the end of each quarter. The current quarter's income includes an unrealized loss on investments of $1,171,233 or $0.05 per share as compared to an unrealized gain on marketable securities of $2,452,405 or $0.10 per share in the comparable quarter. The year-to-date income includes an unrealized loss on investments of $299,420 or $0.01 per share as compared to an unrealized gain on marketable securities of $7,312,662 or $0.30 per share in the comparable period.

The Company's investment activity and fair value of the changes in the unrealized gains and losses as at December 31, 2021, and the market value as at December 31, 2020, are summarized as follows:

	Shares #	Cost of Investment $	Fair Market Value Dec. 31, 2021 $	Unrealized Gain / (Loss) Quarter ended Dec. 31, 2021 $	Unrealized Gain / (Loss) Year ended Dec. 31, 2021 $	Fair Market Value Dec. 31, 2020 $
kneat.com, inc.	1,702,943	1,813,892	6,743,654	(834,442)[(a)]	1,816,742	4,992,649
WildBrain Ltd.	2,240,000	3,550,178	7,705,600	380,408	3,567,117	4,296,000
Electrovaya Inc.	2,153,500	2,375,972	1,961,742	(766,600)	(1,594,138)	2,325,592
AnalytixInsight Inc.	2,170,500	1,411,803	1,736,400	239,528	160,961	663,636
The Game Day	11,250	953,550	2,302,200	1,348,650	1,348,650	-
Cleantech Investment Portfolio		2,787,786	2,707,200	(219,198)	(1,481,596)	2,988,000
Resource Investment Portfolio		1,179,929	1,939,459	209,492	(1,482,484)[(a)]	4,292,437
Other marketable securities		3,392,686	3,592,665	240,833	(864,768)[(a)]	3,843,911
Ruckify Inc.		-	-	(1,769,904)[(a)]	(1,769,904)[(a)]	2,419,904
		17,465,796	**28,688,920**	**(1,171,233)**	**(299,420)**	**25,822,129**

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

Torrent Capital's Net Asset Value ("NAV") increased from $25.5 million ($1.06 per share) to $27.4 million ($1.13 per share) during 2021, representing an increase of 6.6% year over year. The NAV decreased from $29.2 million ($1.20 per share) to $27.4 million ($1.13 per share) during the fourth quarter of 2021, representing a decrease of 5.8%.

The past year was dominated by the reflation trade with segments of the market geared towards global growth performing well. Commodity related investments were well bid, with metals and mining, steel and aluminum, oil and gas and agriculture related investments leading the market. Investments tied to strong consumer spending, and the associated global supply crunch also performed well as they enjoyed superior pricing for their products. These segments include trucking, automobile manufacturers, semiconductor names, construction materials, homebuilders, and consumer electronic companies.

While up slightly for the year, the Investment Portfolio had a soft second half as it was overweight software, digital media, fintech and cleantech stocks at the expense of commodity related investments. Most non-resource related small cap stocks in Canada took a drubbing after a significant run off the March 2020 Covid lows to their peak in the first quarter of 2021. The selloff from the highs was pronounced, with Canadian small cap technology names dropping an average of 32.1% and cleantech stocks plummeting 57.8% into the end of the year. Despite our focus on what we consider quality names in these sectors, a sell-off of that magnitude pinches all companies as risk appetite wanes and multiples contract.

We raised cash in the later stages of 2021 by recognizing profits on the sale of investments in order to increase our cash resources in the event of a steepening sell off. We recognize that interest rates and inflation continue to surprise to the upside, which crimps the value of early-stage companies as distant revenues and earnings are discounted at a higher rate. This dynamic caused small cap stocks to diverge significantly from large cap stocks, particularly those in the US. This disparity in performance has typically been a harbinger for broad market weakness, as opposed to small cap stocks following the major indices higher. This time proved no different.

As the year ended, we were cautiously optimistic that the small cap market was sniffing out a bottom. This was predicated on the belief that the Covid pandemic was ending, supply chain pressures were due to ease, and the economy would be strong as people emerged from lockdown and businesses returned to pre-Covid productivity levels. Furthermore, many small cap stocks were trading at prices below those experienced during the acute stages of the pandemic related sell off in 2020, despite being on better fundamental footing.

Rather, at the time of writing, we are now dealing with what some are referring to as the start of World War III, rampant inflation, skyrocketing commodity prices, rising interest rates, a hawkish Fed, and intensified fears of supply side shocks. This has investors asking, "What's next?" Making a call on how each of these factors will play out is ultimately a mug's game. No one truly knows if oil is going to $150 per barrel, how the Ukraine conflict will play out, whether China will move on Taiwan, or if we are entering a period of stagflation circa the 1970's.

Subsequent to December 31, 2021, there has been significant volatility in the investment landscape. Current events and related pressures may stoke the potential for a global recession and/or a shock to the financial system. Rising rates and spiking commodity prices could choke out consumer demand and stretch extended household balance sheets. Furthermore, we have been in a downward trending interest rate environment for 30+ years, which has propped up most assets classes, driven strong consumer spending and has provided governments and corporations access to cheap capital. Whenever trends of this magnitude shift unexpectedly, it can expose financial fault lines lurking under the surface. There have yet to be signs of fault lines, but one needs to be mindful of their potential and position accordingly.

With real yields remaining at historical lows, consumer strength growing on the back of low unemployment strong corporate earnings and strong commodity prices, economies such as Canada's are well situated to weather any extreme volatility.

Given the current fiscal environment, we are biased towards companies that are in a strong working capital position, have rigid value propositions, strong clientele, strategic partnerships, and are operating in segments of the market underpinned by deep secular trends. This would include holdings like Kneat, WildBrain, AnalytixInsight and Electrovaya.

Within our resource portfolio, we have been exploring an allocation to energy services and infrastructure names. The Ukrainian conflict has underscored the need for Western energy independence. Even before the conflict, energy supplies were extended and prices increasing which was fueling increased levels of inflation not seen in a generation. Regardless of which political aisle you sit on, it is hard to argue against the need to boost North American energy production both renewable and for the time being fossil. This would help taper inflationary pressures, keep a lid on interest rates, improve the lives of Western citizens and relieve pressure on the developing world which is most impacted by higher energy and food costs. Even alternative energy proponents are recognizing the need for traditional energy to bridge the gap until clean technologies offer enough capacity. We expect a wall of money to find its way to energy services and infrastructure names as they increase capital spending to produce and transport more oil, natural gas and refined products.

Torrent remains well positioned given our bottom-up focus and an overweight allocation towards high quality companies. We have a focus towards a handful of emerging industries underpinned by secular themes, including EV battery technology, SaaS, energy metals, fintech, ecommerce, digital media, energy infrastructure and iGaming, to name a few. We are biased towards those outfits with rigid business models, solid clients and wide competitive moats. We invest in companies with trustworthy and successful management teams that can execute on their business plans across a wide range of broad market conditions.

kneat.com, inc. ("KSI") – Unrealized loss on the investment of $834,442 in the current quarter and an unrealized gain on the investment of $1,816,742 during the year. Realized gain on investment of $124,240 during the year.

KSI's share price fell by 11.0% during the fourth quarter as compared to the S&P/TSX Small Cap Index, which rose 2.6% over the same period. KSI ended 2021 up 40.4% on the year.

The company recently reported fourth quarter 2021 results which illustrated accelerating momentum for its Kneat Gx platform. Total revenue of $6.3 million reflects 111% growth YoY and SaaS revenue of $3.0 million reflects 167% growth YoY. Annual recurring revenue stands at $13.1 million, up 174% YoY. The company recently graduated to the Toronto Stock Exchange – Torrent believes this move attracts a larger and more sophisticated audience for the stock and will act as a longer-term tailwind.

In Q4, Deloitte named Kneat as Ireland's third fastest growing technology company. The Deloitte Technology Fast 50 Awards is one of Ireland's foremost technology award programs. With Kneat's operational headquarters in Limerick, Ireland, the company was included in the ranking of the country's 50 fastest growing technology companies, based on revenue growth over four years up until December 2020. Over this period, Kneat recorded growth of 1,661%, whilst headcount increased 350%.

Also, in Q4, KSI announced it was selected as another top ten global healthcare company's enterprise validation platform. This European-headquartered global biopharmaceutical company employs over 80,000 people, operates in more than 70 countries, and is currently using Kneat at 11 of its more than 50 manufacturing sites. Within these 11 sites, this customer has scaled the use of Kneat's software to multiple validation processes across core business units, including Specialty Care, Vaccines, and General Medicines.

Kneat's business momentum has carried into 2022. In Q1 2022, KSI announced four positive developments: (1) a top fifteen consumer packaged goods company with over 50,000 employees in over 150 countries and 40 manufacturing sites selected KSI's SaaS Platform; (2) a leading Canadian generics pharmaceutical manufacturer with over 7,000 employees in over 45 countries selected KSI's e-validation platform; (3) another top ten biopharmaceutical company with over 90,000 employees across 90 countries and over 50 manufacturing sites selected KSI as its enterprise platform and (4) a European national healthcare system with over 110,000 employees across over 15 health boards and bodies selected KSI's e-validation platform.

These recent wins have increased the opportunity to scale existing clients, which analysts estimate now exceeds US$60 million in annual recurring revenue. The company has secured a network of top-tier pharmaceutical, biotechnology, and consumer packaged goods companies with large worldwide operations and sound fundamentals. These relationships serve to significantly de-risk the Kneat Gx offering when selling to prospective customers and it fosters a strong growth component given that these clients will likely scale the offering across their organizations.

In Q2 of 2021, KSI closed a $22 million bought deal financing at $3 per share. Torrent believes KSI is well funded to capitalize on its rapid organic growth plans which include scaling up existing clients and on-boarding new customers. The capital infusion gives KSI ample runway to invest in the business, giving us heightened confidence for rapid organic revenue growth. KSI's strengthened financial position provides confidence to KSI's multi-national customers and to new investors.

WildBrain Ltd. ("WILD") – Unrealized gain on investment of $380,408 in the current quarter and an unrealize gain on the investment of $3,567,117 during the year. Realized gain on investment of $115,624 in the current quarter and a realized gain of $650,017 during the year.

WILD's stock price was up 6.5% during the fourth quarter, compared to the S&P/TSX SmallCap Index, which rose 2.6% over the same period. WildBrain ended 2021 up 92.2% on the year.

Torrent believes WILD is now firmly in turnaround mode, which is supported by recent share price performance, and a spate of analyst share price upgrades. WILD has launched multiple initiatives to refocus company strategy, revamp its leadership team, de-risk its balance sheet and restore confidence in the market by forging a concrete path towards sustainable growth.

WILD's initiative to employ a 360° approach to its IP catalogue is a key development that has been gaining traction and should continue to unlock significant value over time. The new fully integrated approach encompasses brand management and monetization through its expertise in content creation, along with digital distribution and consumer products licensing. The 360° approach was initially applied to the Peanuts catalogue enhancing the value of that franchise across each business segment. The plan is to utilize a similar approach across WILD's other marquee brands. For example, the company recently announced a program to reinvigorate Strawberry Shortcake with a global rollout featuring an original YouTube Series, premium SVOD specials, a Roblox game and suite of consumer products and experiences. The Strawberry Shortcake franchise generated $4 billion dollars in revenue historically and WILD appears to be taking the right steps to reposition and relaunch the brand to maximize its earnings power in today's digital age.

Over the past few years, WildBrain improved its financial flexibility and cash generation while working hard to restore confidence within the capital markets. $300 million in debt has been paid down from asset sales, a $60 million rights offering and a $25 million capital raise to fund growth initiatives. WILD's financial flexibility was also bolstered by refinancing a term loan with no financial covenants and improved duration. The company's net leverage ratio now stands at 5.07x and management has a stated goal to bring it to 4.5x by the end of 2022.

WILD recently reported FQ2 2022 results that surprised the market to the upside. We take this as further indication that investors continue to underappreciate the company's prospects. The company reported revenue of $153.2M and adjusted EBITDA of $27.3M against consensus expectations of $129.4M and $24.7M, respectively. WILD reaffirmed 2022 revenue and adjusted EBITDA guidance of $480-500M and $87-93M, respectively.

WILD currently trades at 2.5x EV/FY2022 Revenue and 13.7x 2022 EBITDA, which is in line with the peer group. Torrent sees upside to valuation as various strategic initiatives continue to bear fruit and the company enjoys much improved financial flexibility. Upside could come in the form of lucrative streaming deals with premier streaming companies, further monetization of the company's IP given its 360º approach to its content, and solid brand rejuvenation to kickstart distribution and consumer product sales for quality content like Teletubbies and/or Strawberry Shortcake.

Electrovaya Inc. ("EFL") – Unrealized loss on investment of $766,600 in the current quarter and an unrealized loss on the investment of $1,594,138 during the year, reversing previously recorded unrealized gains. Realized gain on investment of $158,718 during the year.

EFL's share price fell by 27.9% during the fourth quarter as compared to the S&P/TSX Small Cap Index which rose 2.6% and the WilderHill Clean Energy Index which fell 7.0%. EFL ended 2021 down 37.5% on the year.

EFL earns the majority of its revenue in the US supplying power solutions to e-forklifts in over 80 locations. Electrovaya Labs, a new division of the company, is focused on research, development, and commercialization of some of the fundamental technologies and intellectual property at EFL. One key area of focus is the development of a solid-state battery. The company has entered a lease at a dedicated research and chemistry lab facility located at the Sheridan Science and Technology Park in Mississauga, Ontario, near the company's headquarters.

EFL recently reported FQ1 2022 revenue of US$1.3 million. The company attributes the soft revenue to a delay in ramping up its newly reorganized OEM channel after the signing of a strategic supply agreement with Raymond in December 2020. EFL has a relatively long sales cycle due to the large size and scale of its customers; however, the company's newly reorganized OEM channel is starting to bring in large customers, including a global e-commerce firm. The strategic supply agreement EFL inked with Raymond does not constitute a guarantee of minimum orders but does include an exclusivity provision, pursuant to which Raymond must make annual purchases in the minimum amount of US$15M in order to maintain exclusivity. This annual period commenced January 1, 2022 and in January 2022, EFL announced the receipt of over US$6M in purchase orders for delivery in FQ2 2022.

EFL has issued revenue guidance of US$27M and EBITDA profitability for F2022. Raymond has recently published a lithium-ion battery whitepaper where it clearly highlights EFL as the best performing battery on the market.

Torrent believes EFL is in the early stages of a rapid growth phase. It has taken many years of R&D, investment and perseverance for EFL to build its business model which is backed by solid IP. The company is penetrating the sizable e-forklift market, which can provide significant potential revenue growth in the near-term. The recent delivery and commercialization of its e-bus battery will provide optionality in the coming years.

With an enterprise value of $145 million, Torrent believes EFL represents a compelling investment opportunity with significant upside. The commercial EV market is still in its infancy stages and demand for North American produced lithium-ion batteries should only increase as the transition from lead to lithium-ion batteries accelerates. EFL's enterprise value is modest given the company's top tier clients, considerable IP, growth profile and route to profitability.

AnalytixInsight ("ALY") – Unrealized gain on investment of $239,528 in the current quarter and an unrealized gain on the investment of $160,961 during the year.

ALY's stock price was up 17.6% during the fourth quarter, as compared to the S&P/TSX Small Cap Index which rose 2.6%. ALY ended 2021 up 9.6% on the year.

The past year was transformative for AnalytixInsight as its key products go live after years of development. Furthermore, the company completed a private placement of equity in the first half of the year, raising $9.4 million which has the company well-funded into the foreseeable future.

The company's MarketWall division, InvestoPro received regulatory approval in 22 European countries last year. InvestoPro is a joint venture with Intesa Sanpaolo ("ISP") and the bank's online discount broker to be offered to its clients in conjunction with its digital transformation. ISP is a diversified Italian based bank with a $50 billion market cap. It has 21M global customers, 5,200 branches and annual revenue of $28 billion. Under the terms of the partnership, ALY shareholders own a 49% equity/profit interest, with ISP owning 33% and employees owning the remaining 18%. Torrent anticipates 0.5M – 1M users to migrate to InvestoPro in its first 2 years of operation, based on ISP's 14M clients in Italy alone and 7M online banking app users.

InvestoPro should see additional users migrate to the platform in conjunction with its partnership with Samsung Electronics. InvestoPro is preloaded on Samsung personal devices and smart TVs in Europe as the company's exclusive financial information, news, and trading app. This relationship is impressive, as we are not aware of any other consumer electronics company of that size having an actionable trading app preloaded on its devices.

In addition to InvestoPro going live, MarketWall launched MarketWall GEMINA in 2021. GEMINA is a white label platform for third party enterprises who can use GEMINA to power their own cloud-hosted digital brokerage and research marketplace. The first client of GEMINA was Morningstar Inc. and their platform will be called Morningstar Global Market. Torrent believes that this product will be Morningstar's first platform/terminal to compete directly against Bloomberg and Refinitiv Eikon and is a significant development for the company. Morningstar will offer Morningstar Global Market to its deep network of financial advisors. We expect Morningstar Global Market to be well received given Morningstar has 6.1M registered users and 240,000 financial advisors utilizing its services. Terms of the deal have not been announced but we assume that the model is SaaS based with MarketWall sharing in all trading and subscription-based revenues.

During 2021, ALY's workforce optimization subsidiary, Euclides Technologies Inc. ("Euclides"), announced a strategic partnership with Zinier Inc. Zinier is a leader in field services management, acritical service to build more efficient field service operations. Euclides and Zinier have contracted three certified appliance repair service providers for Whirlpool Corporation. Terms of the deal were not disclosed, but we believe the relationship should provide a small boost to ALY's operating numbers. Furthermore, the Whirlpool partnership, along with other Fortune 500 client additions, should help with the sales process going forward.

Torrent expects considerable news as MarketWall adds users and anticipates an acceleration of revenue growth and EBITDA margins north of 40%. We would encourage the company to explore strategic options that may include an expansion into North American markets, or a reorganization of the business that better reflects its value proposition and streamlines its reporting. Furthermore, we anticipate additional business wins with large companies across the financial services sector as ALY is uniquely suited to assist legacy financial services firms with their digital transformation across a wide range of verticals.

ALY has a $50M market cap which is modest in relation to the potential size of MarketWall's userbase - the value per user in relation to other online platforms, its increasing revenue profile across its divisions, and the number of strategic partnerships the company has with many top banks and financial services companies. ALY is cashed up and after years of development, Torrent believes that 2022 is the year for ALY to shine.

Cleantech Investment Portfolio (15 public companies) Unrealized loss on investments of $219,198 in the current quarter and an unrealized loss on investments of $1,481,596 during the year reversing previously recorded unrealized gains.

The performance of Torrent's cleantech holdings were mixed in Q4 with the ESG sector pulled back during 2021 following a very strong 2020. The WilderHill Clean Energy Index fell 7.0% in the fourth quarter and declined 30.7% on the year. From peak to trough (Q1 2021 – Q1 2022), the index declined 64.6%.

The industry has been hurt by a combination of concerns about higher U.S. interest rates, a probable reduction in solar-system subsidies for Florida/California homeowners, the broader stock market rotation out of high-growth technology companies and the obstruction of the Build Back Better Bill. These problems seem to be outweighing any industry boost likely to come from implementation of the massive infrastructure program which became law last year. A correction of some magnitude was expected after the cleantech space enjoyed considerable investor inflows in 2020. Despite the down year in 2021, the green economy remains fertile ground for exciting investment ideas. Furthermore, cleantech stocks are underpinned by longer term secular tailwinds that will continue to drive investment and spur innovation.

The sector is enjoying a renewed commitment from global policy makers, which have instituted aggressive environmental policy reforms. The Democratic platform has ambitious targets to increase renewable energy production, including establishing national goals of 100% clean energy by 2035. Clean Energy Wire suggests Germany gets almost half of its energy from renewable sources. We are starting to see additional utilities making clean energy part of their portfolio to provide a balanced and sustainable energy supply moving forward.

The current ESG investment cycle has been driven by improved fundamentals as alternative power sources have made great strides towards economic sustainability. Aggressive investment by utilities in renewable energy has lowered the cost of clean technology and illustrated its viability at scale. Just as utilities invested in natural gas 20 years ago at the expense of coal, the same is happening today with alternative energy.

Until a few years ago, alternative energy prices were significantly above fossil-fuel and uneconomic in comparison. Electrical distributors would seek alternatives when fossil-fuel prices rallied, switching back when prices normalized. While the cheapest fossil-fuel generation still beats clean energy, new-generation solar and wind prices are competitive at utility scale as manufacturing and operating costs have fallen. According to the International Renewable Energy Agency, over the past decade, the cost of solar panels has fallen 82% while onshore wind costs have decreased by 9%. Ongoing improvements in the cost curve and technological developments, particularly in battery storage, are turning the cleantech revolution from a dream, into reality.

The cleantech sector should continue to enjoy a heighten degree of investor interest. We see ongoing opportunities in renewable energy, battery technology, green energy raw materials, electric vehicles and motors and circular economy plays. In addition to our core investment in EFL, Torrent has exposure to fourteen other green renewable companies including both technology and clean energy investments. We see strong growth and valuations that broadly screen attractive regardless of whether the U.S. congress passes the Build Back Better legislation. We favour stocks with strong barriers to entry and little growth priced in. Some examples include EFL, NXH, CBLU, POND and YES, among others, despite their underperformance in 2021.

We believe now is an excellent time to selectively buy stocks in the sector. We see continued growth for wind, solder, energy storage, fuel cells and electrification technologies. The argument for alternative, carbon neutral energy sources and technologies remains as topical as ever in the context of surging oil and gas prices.

Resource Investment Portfolio (six public companies) – Unrealized gain on investment of $209,492 in the current quarter and an unrealized loss of $1,482,484 during the year, reversing previously recorded unrealized gains.

Gold bullion was up 4.1% during the fourth quarter and the MVIS Global Junior Miners increased by 10.1% during the period. In 2021, gold is down 3.5% and junior mining stocks have fallen 22.6%.

The commodity complex rose significantly in 2021 driven by liquidity in the system, a focus towards clean energy sources, solid consumer demand and COVID-19 related supply chain bottlenecks. This strength has only intensified in 2022 on the heels of the Ukrainian conflict and associated geopolitical risks. Both Ukraine and Russia are major exporters of energy, industrial metals and agricultural commodities, which has led many commodities to all-time highs. While some elements of the spike could prove to be short term in nature, oil prices will in all-likelihood remain elevated for some time. Given that oil prices are a key component of the cost curve for all commodity production and a driver of broad-based inflation, commodity prices should continue to be well bid.

Our resource portfolio underperformed against this backdrop as we have been overweight gold related investments and early-stage companies that are yet to be in production. Despite this underperformance, gold stocks should resume their upward trajectory as inflation breaks through 40-year highs, global real interest rates remain at record lows and geopolitical risks have created a level of uncertainty in the market not witnessed in decades. The risks associated with runaway inflation, rising interest rates and rampant uncertainty surrounding a shift in global political leadership could begin to pinch the global economy. Were this to play out, gold should outperform those commodities most levered to global economic growth like copper and some the other industrial commodities.

Our exposure to cleantech related metals like rare earths and lithium has also weighed on fund performance. The ESG investment theme has been under pressure, which has hurt the lithium miners and rare earth names. We view this as short term in nature, because even if demand moderates over the short term, the supply side of the equation remains tested. The EV revolution remains in full swing, as illustrated by Ford's launch of an electric F-150 that comes at a better price point than its combustible engine counterpart. This was unthinkable only a few years ago. As far as rare earth companies, the need to boost supply and diversify away from China, who controls the market, will lead to ongoing investment in this exploration and production of strategic metals.

Since the end of 2021, we have added exposure to energy services companies given the increased need for global energy production to dampen inflation and bolster North American energy security. Oil is a key input in almost everything. There will be tremendous political pressure to increase crude oil and natural gas production in the West along with revisiting traditional energy sources like uranium and thermal coal sourced by improved clean technologies. We see upside in the drilling names and the engineering and constructions companies, as these industries trade at lower valuations despite the coming wave of capital spending in the energy sector.

The Game Day ("TGD" - Private) Unrealized gain on investment of $1,348,650 in the current quarter and during the year.

Torrent invested in TGD at US$66.67 per share at the start of 2021. In the fourth quarter the company raised additional funds at US$161.1, representing a 141.6% increase. TGD is a digital sports media company that generates revenue from online digital marketing, content syndication and affiliate sales associated with directing players to the online sportsbooks and casinos.

TGD is a direct play on the high growth North American sports betting market, and its business model directly addresses the Achilles heel of the industry. Online sportsbooks face a hyper competitive market, where well-known operators like DraftKings, FanDuel and FOX Bet, pay $500-$1,000 to attract each first-time player. These companies spend a significant amount on digital advertising, brand sponsorships and pay affiliate fees of $250-$500 for new users. TGD is uniquely positioned to benefit from these structural trends and should profit as the online betting market grows into additional states and the competition for players intensifies.

The company's first social post was in August 2020 and during 2021 it has emerged as a market leader in social content for sports betting. The company currently has 160+ million monthly social impressions and 12+ million monthly engagements, 8+ million social followers, 72+ premium video shows per month and has 19 sportsbook partners. The company commenced commercial operations in the second half of 2021 and saw affiliate revenue of $500,000 in the month of January 2022.

What was especially encouraging about the company's recent affiliate revenue is that it was underpinned by excellent conversion metrics. TGD saw approximately 6-7% of its audience go to the sportsbooks and roughly 4% of them deposited money. These conversion stats are at the high end of the industry range and exceeded internal estimates. This provides a high degree of confidence that the digital sports affiliate model, with TGD being one of its pioneers, is viable and will prove to be very profitable.

Torrent expects continued growth in 2022 and believe that revenues could grow significantly driven by momentum associated with an increasing number of US states legalizing sports betting and higher affiliate and sponsorship fees given TGD's enhanced credibility and scale.

Ruckify Inc. ("Ruckify" - Private) – Realized loss on investment of $650,000 in the current quarter and year. An unrealized loss on the investment of $1,769,904, reversing a previously recorded unrealized, gain in the current quarter and during the year.

Ruckify's business model offered great promise as a peer-to-peer ("P2P") and business-to-consumer ("B2C") online marketplace company. The goal of the business was to create a digital marketplace where consumers and businesses had the ability to rent out a wide range of items for profit, while users enjoyed the fact that they are behaving in a sustainable fashion by promoting the merits of a circular economy.

However, Ruckify had to cease operations in late 2021 after a series of failures, the death knell being a botched listing slated for early 2021 and corresponding inability to remain funded to scale the business. After missing the go public window in early 2021, Ruckify management identified that the business required significant enhancements to its technology and cost structure to be financially viable. The company ran out of cash in late August and was funded solely by one of its Founders, Bruce Linton, to find a path forward.

In October 2021 Ruckify entered a conditional transaction with Fat Llama Enterprise ("FLE") in the UK. FLE has a similar business model, and unlike Ruckify, was processing a large volume of transactions at a profit. The combined entity would have had streamlined technology, reduced marketing spend and operations in the UK and North America. The transaction required Ruckify to raise capital to buy-out an original shareholder of FLE and fund the company for a year while moving forward on a TSX-V listing before the end of November 2021. For a range of reasons, one being a very weak market for ESG investments post Q1 2021, Ruckify management was unable to complete the transaction.

The Ruckify Board subsequently voted to cease operations and the shareholders approved the dissolution of the company in December 2021.

Selected Financial Information

The following table sets out selected financial information and highlights for the last three fiscal years:

For the year ended	December 31, 2021 $	December 31, 2020 $	December 31, 2019 $
Revenue			
Realized gain on investments	**3,475,437**	7,244,237	1,020,140
Unrealized gain (loss) on investments	**(299,420)**	7,312,662	3,656,421
	3,176,097	14,556,899	4,676,561
Expenses			
Consulting and wages	**924,068**	1,217,717	517,500
Directors' fees	**93,500**	98,651	77,699
Professional fees	**56,577**	50,083	41,073
Insurance	**30,000**	25,000	25,000
Stock exchange and maintenance fees	**25,361**	23,541	22,205
Office, administration and other	**151,600**	95,907	99,187
Stock-based compensation	**267,402**	91,461	44,706
	1,548,508	1,602,360	827,370
Operating income before taxes	**1,627,509**	12,954,539	3,849,191
Current income tax	**60,000**	360,000	-
Deferred income tax	**(30,000)**	1,650,000	-
Net income	**1,597,509**	10,944,539	3,849,191
Net income per share	**$0.07**	$0.46	$0.16
Weighted average # of shares	**24,100,348**	24,003,174	23,863,310

Results of Operations for the years ended December 31, 2021, and 2020

In 2021, the Company reported a net income after taxes of $1,597,097 or $0.07 per share as compared to a net income of $10,944,539 or $0.46 per share in 2020. In the current year, the Company recorded net unrealized losses on its Investment Portfolio of $299,420 or $0.01 per share as compared to net unrealized gains of $7,312,662 or $0.30 per share on its Investment Portfolio in the prior year.

During 2021, the Company recorded an unrealized gain of $3.6 million on its investment in WILD, $1.8 million on its investment in KSI and $1.3 million on its investment in TGD. The Company recorded the reversal of unrealized gains of $1.8 million on its investment in Ruckify and $1.6 million on its investment in EFL. The Company also recorded unrealized losses of $1.5 million on its Resource portfolio and $1.5 million on its Cleantech portfolio and $0.9 million on other marketable securities. See the previous "*Unrealized gain/(loss) on Marketable Securities*" section for additional details on the significant unrealized gains and losses in the Investment Portfolio.

During 2021, the Company realized net gains on its Investment Portfolio of $3,475,437 or $0.14 per share as compared to realized net gains of $7,244,237 or $0.30 per share in 2020. These realized net gains/(losses) on investments are summarized as follows:

	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Braille Energy	992,788	-
Greenlane Renewables Inc.	662,341	431,237
WildBrain	650,017	-
Kuya Silver	281,334	-
Perimeter Medical Imaging	273,859	-
Mustgrow Biologics	257,188	-
E3 Metals	255,110	-
Sona Nanotech Inc.	240,418	5,302,796
Cerrado Gold	167,467	-
Electrovaya	158,718	-
Fortune Bay Corp.	126,201	-
kneat.com, inc.	124,240	733,949
Ceylon Graphite Corp.	113,169	-
Ruckify Inc.	(650,000)	-
Pop Reach	(145,910)	-
Legend Power	(143,627)	-
Immunovaccine Inc.	-	340,135
Clean Tech Investment Portfolio - other	259,797	252,716
Resource Investment Portfolio - other	(156,739)	(71,966)
Other marketable securities	9,066	255,370
	3,475,437	7,244,237

During the current year, consulting fees of $924,068 (2020 - $1,217,717) include CEO fees of $436,250 (2020 - $670,000), CFO fees of $120,863 (2020 - $104,363), service fees paid to Numus of $99,000 (2020 - $70,200) and $138,000 (2020 - $289,000) paid to the Chief Investment Officer. The consulting fees include a management bonus based on 10% of realized gains. The Management bonus in 2021 is $347,500 as compared to $725,000 in 2020. In 2021, the Company also incurred directors' fees of $93,500 (2020 - $98,652) and D&O insurance of $30,000 in 2021 as compared to $25,000 in 2020.

Professional fees of $56,577 were incurred in 2021 as compared to $50,083 in 2020. In the current year, the Company has incurred certain due diligence professional fees associated with its new investments. In 2021, the Company incurred stock exchange and maintenance fees of $25,361 (2020 - $23,541). These amounts include the cost of the Company's AGM which was held in June of each year.

In 2021, the Company incurred increased office and administration costs of $151,600 (2020 - $95,907). In the current year, the Company incurred market subscription service fees of approximately $65,688 (2020 - $2,985) for a Bloomberg terminal and a Fact Set Research subscription. These office and administration costs also include rent of $20,400 in each of the last two years, travel costs of $2,749 (2020 - $5,434), a foreign exchange loss on US$ balances of $11,317 (2020 - $7,984), a $50,000 donation to the QEII Health Sciences Centre in each of the last two years and other administrative costs of $20,094 (2020 - $9,103). In 2021, office and administration costs also include a recovery of $18,648 of income taxes expense initially recorded in 2020.

The Company has recorded $224,000 of stock-based compensation representing the cost of 200,000 restricted share units granted to Directors, Officers and other staff during 2021. The Company is also amortizing the fair value of its stock options over the corresponding vesting period. As a result, stock-based compensation of $43,402 was also recorded in 2021 as compared to $91,461 in 2020. The fair value of the stock options was estimated at the grant date using the Black-Scholes option pricing model. The assumptions used in the option pricing model include a volatility rate of 61%, an expected life of five years based on the contractual term of the options, a risk-free rate of 0.4% with no expected dividend yield.

In 2021, the Company has recorded a provision for current income taxes of $60,000 and a deferred tax recovery of $30,000. In 2020, the Company recorded current income taxes of $360,000 and a deferred tax provision of $1,650,000.

Selected Financial Information

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

For the quarter ended	**Dec 31, 2021 $**	**Sept 30, 2021 $**	**June 30, 2021 $**	**Mar 31, 2021 $**	**Dec 31, 2020 $**	**Sept 30, 2020 $**	**June 30, 2020 $**	**Mar 31, 2020 $**
Realized gain (loss) on Investments	**(460,752)**	581,878	319,135	3,035,176	**1,933,377**	3,685,507	867,548	757,792
Unrealized gain (loss) on marketable securities	**(1,171,231)**	1,250,388	(3,921,467)	3,542,891	**2,452,405**	3,033,004	4,978,238	(3,150,985)
Operating expenses	**(598,736)**	(229,100)	(232,846)	(487,826)	**(1,051,658)**	(203,981)	(193,464)	(153,244)
Net income (loss) before taxes	**(2,230,719)**	1,603,166	(3,835,178)	6,090,241	**3,334,124**	6,514,530	5,652,322	(2,546,437)
Current income tax (expense)	**260,000**	(20,000)	20,000	(320,000)	**20,000**	(380,000)	-	-
Deferred income tax (expense)	**180,000**	(150,000)	550,000	(550,000)	**(380,000)**	(1,270,000)	-	-
Net income (loss)	**(1,790,719)**	1,433,166	(3,265,179)	5,220,241	**2,974,124**	4,864,530	5,652,322	(2,546,437)
Net (loss) income per share	**(0.07)**	0.06	(0.14)	0.22	**0.12**	0.20	0.235	(0.11)
Cash	**459,132**	706,423	125,895	893,906	**2,483,562**	1,769,432	1,210,356	355,635
Investments at fair market value	**28,688,920**	30,333,115	29,521,695	33,781,615	**25,822,129**	22,426,285	16,578,071	11,811,590
Total assets	**29,479,071**	31,130,421	29,747,695	34,731,147	**28,347,808**	24,231,341	17,822,926	12,200,306
Total current liabilities	**496,874**	183,269	389,892	1,793,685	**1,200,522**	477,278	258,949	300,457
Deferred income taxes	**1,620,000**	1,800,000	1,650,000	2,200,000	**1,650,000**	1,270,000	-	-
Shareholders' equity	**27,362,197**	29,147,152	27,708,004	30,737,147	**25,497,286**	22,484,063	17,563,977	11,899,849

Results of Operations for the quarters ended December 31, 2021, and 2020

For the quarter ended December 31, 2021, the Company reported net loss of $1,790,719 or $0.07 per share as compared to a net income of $2,974,124 or $0.12 per share in the comparable quarter. The current quarter's results include an unrealized loss on marketable securities of $1,171,231 as compared to an unrealized gain of $2,452,405 in the comparable quarter.

During the quarter ended December 31, 2021, the Company recorded unrealized gains of $0.4 million on its investment in WILD and $1.3 million on its investment in TGD. The Company also recorded reversals of the unrealized gains of $0.8 million on its investment in EFL, $0.8 million on its investment in KSI and $1.8 million on its investment in Ruckify. See the "*Unrealized gain/(loss) on Marketable Securities*" section for additional details on the significant unrealized gains and losses in the Investment Portfolio.

In the current quarter, the Company realized a net loss on its Investment Portfolio of $460,752 as compared to realized gains of $1,933,377 in the comparable quarter. These realized net losses and gains on investments are summarized as follows:

	Quarter ended December 31, 2021	Quarter ended December 31, 2020
	$	**$**
Ruckify Inc.	**(650,000)**	-
Legend Power	**(106,051)**	-
WildBrain	**115,624**	-
Sona Nanotech Inc.	-	1,086,191
Greenlane Renewables Inc.	-	431,237
Cleantech Investment Portfolio	-	252,717
Resource Investment Portfolio	-	48,295
Other – net	**179,675**	114,937
	(460,752)	1,933,377

During the quarter ended December 31, 2021, consulting fees of $454,300 (2020 - $854,833) including CEO fees of $311,250 (2020 - $557,500), CFO fees of $48,187 (2020 - $48,225), services fees paid to Numus of $24,750 (2020 - $18,550) and $34,500 (2020 - $185,500) paid to the Chief Investment Officer. Management bonuses are accrued in the final quarter of the year. The Management bonus in 2021 is $347,500 as compared to $725,000 in 2020. In the current quarter, the Company also incurred Directors' fees of $23,375 (2020 - $25,818) and D&O insurance of $7,890 (2020 – $6,557). In the quarter ended December 31, 2021, the Company incurred professional fees of $26,050 (2020 - $28,567).

In the current quarter, the Company incurred stock exchange and maintenance fees of $6,208 (2020 - $5,536). In the final quarter of 2021, the Company incurred administration costs of $64,103 (2020 - $72,697). These administration costs include rent of $5,100 in each of the comparable quarters, travel costs of $2,300 (2020 - $41), a $50,000 donation to the QEII Health Sciences Centre in each of the last two years, a foreign currency loss of $8,015 (2020 - $10,210) and other administrative costs of $17,336 (2020 - $7,346). In the final quarter of 2021, office and administration costs also includes a recovery of $18,648 of previously expensed current income taxes.

The Company is amortizing the fair value of its stock options, estimated using the Black-Scholes option pricing model based on the assumptions as previously outlined, over the corresponding vesting period. As a result, stock-based compensation of $5,764 has been recorded for fourth quarter of 2021 as compared to $39,100 in the final quarter 2020.

In the current quarter, the Company has recorded a recovery of current income taxes of $260,000 and a recovery of deferred tax of $180,000. In the comparable quarter the Company recorded a recovery of current income taxes of $20,000 and a deferred tax provision of $380,000.

Liquidity and Capital Resources

As at:	December 31, 2021 $	December 31, 2020 $	December 31, 2019 $
Cash	**459,132**	2,483,562	229,291
Investments at fair market value	**28,688,920**	25,922,129	14,449,798
Total assets	**29,479,071**	28,347,808	14,691,304
Total current liabilities	**496,874**	1,200,522	245,018
Deferred income taxes	**1,620,000**	1,650,000	-
Shareholders' Equity	**27,372,197**	25,497,286	14,446,286

The Company has working capital as at December 31, 2021, of $28,982,197 (December 31, 2020 – $27,147,286) and a cash balance of $459,132 (December 31, 2020 – $2,483,562). The Company funds its operations through and the proceeds on sale of its investments and equity financings, if necessary.

During the year ended December 31, 2021, the Company received proceeds on the sale of investments of $12.1 million including $1.0 million of the sale of Good Natured Products shares, $1.4 million on the sale of WILD shares, $0.7 million on the sale of EFL shares, $0.7 million on the sale of E3 Metals shares, $0.5 million on the sale of Cerrado Gold shares, $0.5 million on the sale of Perimeter Medical Imaging shares, $0.4 million on the sale of Kuya Silver shares, $0.5 million on the sale of Mustgrow Biologic shares, $1.0 million on the sale of Greenlane Renewable shares and $1.3 million on sale of Braille Energy shares.

The Company incurred investment acquisition costs of $11.8 million including $1.7 million for shares of EFL, $0.9 million for shares of Greenlane Renewable, $0.6 million for shares of WILD, $0.8 million for shares of Braille Energy, $0.9 million for shares of ALY, $1.0 million for shares of Good Natured Products shares, $1.0 million for shares of TGD, $0.6 million for shares of Pond Technology and $0.6 million on shares of E3 Metals.

During the year ended December 31, 2020, the Company received proceeds on the sale of investments of $14.3 million including $1.1 million on sale of KSI shares, $2.2 million on the sales of IMV shares, and $5.7 million on the sale of SONA shares. The Company incurred investment acquisition costs of $11.1 million including $1.3 million on shares of EFL, $2.8 million on its Resource Investment Portfolio and $2.6 million on its Cleantech Investment Portfolio.

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

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. As at December 31, 2021, and April 14, 2022, the Company has 24,231,667 issued and outstanding common shares and 1,360,000 outstanding stock options.

Transactions with Related Parties

During the years ended December 31, 2021, and 2020, the Company entered the following transactions with related parties:

- paid Director fees of $93,500 (2020 - $98,652) to Directors or companies controlled by Directors;
- paid fees to its President and CEO, Wade Dawe in the amount of $436,250 (2020 - $670,000);
- paid fees to its Chief Investment Officer, Scott Gardner in the amount of $138,000 (2020 - $289,000),
- paid fees to its CFO, Rob Randall in the amount of $120,863 (2020 - $104,363); and
- paid service fees, rent and other fees of $119,400 (2020 - $90,600) to Numus Financial, a company owned by two Directors.

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

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Estimates

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

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

Stock-Based Compensation
Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of income and comprehensive income based on estimates of volatility, forfeitures and expected lives of the underlying stock options.

Fair Value of Investment in Securities Not Quoted in an Active Market
Where the fair values of financial assets and financial liabilities recorded on the statements of financial position, including equities and warrants, 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; where observable market data is not available; Management's judgment is required to establish fair values.

All the Company's significant accounting policies and estimates are included in note 2 to the Company's audited financial statements for the year ended December 31, 2021.

Risk Factors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Covid 19 Pandemic - The outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2" and referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods.

Management's Responsibility for Financial Information

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

Disclosure and Internal Financial Control

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

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

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

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

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

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

Additional Information

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