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**FINDEV INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE FISCAL PERIOD ENDED DECEMBER 31, 2019**

**DATED APRIL 7, 2020**

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**Disclosure Regarding Forward-Looking Statements**

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in Findev Inc.'s public disclosures.

Findev Inc.  
Management's Discussion and Analysis  
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Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**\$**" are to the Canadian Dollar.

The financial statements were prepared in conformity with Canadian Generally Accepted Accounting Principles that incorporate International Financial Reporting Standards ("**IFRS**"), which require management to make assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. Findev Inc. ("**Findev**" or "**Corporation**") bases its estimates on historical experience, current trends and other assumptions that deemed reasonable under the circumstances. Actual results could differ and will most likely differ from estimates.

#### *Forward Looking Statements*

This MD&A may contain forward looking-statements with respect to financial performance strategy and business conditions. The words believe "anticipate", "could", "estimate", "expect", "intend", "may", "plan", "project", "will", "would", "aim" and similar expressions are intended to identify forward-looking statements although not all forward-looking statements contained these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that may cause such differences include, but that are not limited to, General economic and market conditions, investment performance, Global and domestic financial markets, the competitive industry environment, legislative and regulatory changes, technology development, catastrophic events and other business risks. The reader is caution against undue reliance on these forward-looking statements. Although the forward looking-statements contained in this MD&A are based upon what management currently believe to be reasonable assumptions, we cannot assure that actual results, performance or achievements will be consistent with such statements. The forward-looking statements are as of the date of this MD&A and will only be updated or revised where required by applicable laws. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

#### *Non-IFRS Financial Measures*

We measure our business using a number of key performance indicators that are not measurements in accordance with IFRS and should not be considered as an alternative to Net income or any other measure of performance under IFRS. Non-IFRS financial measures do not have standardized meanings prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. We believe that the key performance indicators are important for a more meaningful presentation of our results of operations.

#### *Working Capital*

The working capital is calculated by subtracting our current liabilities from our current assets, for which we include loans and investments that mature within 12 months. Our method of calculating the current assets and working capital may differ from methods used by other issuers and, accordingly, our current assets and working capital may not be comparable to similarly-titled measures used by other issuers.

#### *Loans and Investment Portfolio*

The loan and investment portfolio ("**L&IP**") of the Corporation is comprised primarily of loans to companies, prior to any loan loss reserves.

#### *Net Loans and Investment Portfolio or Net Portfolio*

The net loan and investment portfolio ("**NL&IP**") of the Corporation is comprised primarily of loans to companies inclusive of any loan loss reserves.

#### *Invested Capital*

The invested capital is equal to the marketable securities and the L&IP, prior to any loan loss reserve.

*Average Loans and Investment Portfolio*

The average loan and investment portfolio for a period is calculated by adding the opening balance and the ending balance for the period and dividing by two. Our method of calculating the average loan and investment portfolio may differ from methods used by other issuers and, accordingly, our average loan and investment portfolio may not be comparable to similarly-titled measures used by other issuers.

*Net Asset Value*

The Net Asset Value ("**NAV**") is calculated by subtracting total liabilities from total assets.

*Net Asset Value Per Common Share*

The Net Asset Value per Common Share is calculated by dividing shareholders' equity by the number of common shares issued and outstanding.

*Net Investment Performance*

Net investment performance is a key driver of our L&IP and is at the core of what we do. Net investment performance is the return that we have achieved on our L&IP and is calculated by dividing our revenues by the average for the period of our L&IP.

*Earnings Before Interest, Taxes, Depreciation and Amortization*

Earnings before interest, taxes, depreciation and amortization ("**EBITDA**") is a common measure used in the financial industry by management, investors and investment analysts in understanding and comparing results of companies in the same industry by eliminating the impact of different financing methods, capital structure and income tax rates. Our method of calculating EBITDA may differ from methods used by other issuers and, accordingly, our EBITDA may not be comparable to similarly-titled measures used by other issuers.

**ITEM 1 - Overview****General**

Findev Inc. has its common shares listed on the TSX Venture Exchange ("**TSXV**") for trading under the symbol FDI.

Findev is a financing company with a core focus on lending money to real estate projects that are identified as uniquely positioned to generate above average returns within a two-year to three-year timeframe. Findev focuses on lending to residential and retail development projects within the Greater Toronto Area ("**GTA**"). Findev provides public market investors an opportunity to invest in an asset class that is typically available only to institutional and high net worth investors who qualify as accredited investors.

In addition to its core focus, the Corporation has allocated up to 10% of investable capital to be deployed into a broader set of investment opportunities that offer potentially greater returns but remain within similar risk mitigated parameters as the Corporation's real estate investment portfolio.

**Core Loans and Investment Portfolio**

The Corporation targets real estate projects that include condominiums, purpose-built rentals, townhouses, low-rise/subdivisions, and retail developments. It makes loans which provide attractive returns while mitigating down-side risk via maintaining conservative loan-to-asset ratios.

The Corporation's mortgage and loan investments have taken, and are expected to take, the following forms:

- land loans registered in first or second position at the earlier stages of the real estate development; or
- registered/unregistered mezzanine or subordinated debt financings of real estate developments that generally have their permits in place and are prior to the commercialization stage of selling the units, but on occasion shall fund the final leg of construction.

Mortgages are loans secured by real estate assets and may include additional forms of security. Unregistered loans are not secured by real estate assets, but can be secured by other means, such as personal guarantees or pledges of shares of the entity that owns the development project or various forms of profit sharing.

The Corporation's loans are generally for a period of one to five years, bridging projects through their development cycle. In some cases, as projects progress, land loans will be subordinated to construction financing. The mortgage and loan investments are secured by mortgages registered on title and/or other forms of security, including, but not limited to, floating charge debentures, general security agreements, postponement of specific claims and joint and several guarantees.

The Corporation may syndicate certain of its loan and mortgage investments to private investors or financial institutions. In these cases, investors will assume the same risks, associated with the specific investment transaction, as the Corporation.

The Corporation may syndicate certain of its loan and mortgage investments to private investors or to financial institutions, each participating in a prescribed manner per agreement and on an investment by investment basis. In these investments, the investors will assume the same risks associated with the specific investment transaction as the Corporation. Each syndicated loan and mortgage investment has a designated rate of return that the syndicated investors expect to earn from that loan and mortgage investment. As at December 31, 2019, the balance of the syndicated debt was \$820,010 (December 31, 2018 - \$Nil), which is offset by syndicated assets of \$820,010, for a net asset of \$nil.

The Corporation leverages the collective experience of its directors and management team to access a variety of financing opportunities within the real estate market including land development, joint ventures, takeovers of at-risk and distressed developments, and construction projects. This provides the Corporation with preferential and unique opportunities to build value for shareholders while establishing stronger mutually beneficial relationships with other lenders, equity sources, and real estate developers.

Findev's unique market advantages include its expertise in real estate development and access to its development partners. This provides Findev with a strategic advantage in lending to developers engaged in higher risk projects. Many existing real estate financiers lack the development expertise to take over an incomplete project from a borrower in default. With access to development partners, Findev can assume greater execution risk when lending to developers, resulting in higher "developer-like" returns should a lender default. In addition, Findev's subordinated participation in the capital structure enables senior lenders to provide the appropriate amount of senior financing to the developer at cost efficient rates and with preferential terms, given the added level of security which Findev brings.

Management believes that the condo/townhome housing market in the GTA has insufficient supply (new starts combined with resale) to meet demand from purchasers, including investors. The following factors support this thesis:

- Population in the GTA continues to grow as immigration levels from other countries and net positive migration levels from Canada's weaker economic areas remain steady
- The GTA continues to have a strong labour market with low unemployment levels
- Interest rates remain low, making home-buying accessible
- A weak Canadian dollar drives demand for real estate from both domestic and foreign investors
- Permitting and zoning has become more complicated and uncertain

While prices have risen dramatically in recent years, management believes that there will be continued upward pressure. The increase in housing prices is due to limited supply of housing for the following reasons:

- Scarcity of land, resulting from Ontario green belt legislation as well as development over the past 20 years, has led to significant reductions in low-rise development across the GTA
- Despite the large number of new condos completed over the past several years, vacancy rental rates have remained close to 1%

In addition to being a non-bank lender and an alternative source of capital not restricted by government regulations, Findev is strongly aligned with Plazacorp Investments Limited ("**Plazacorp**"), one of Toronto's most prominent real estate developers and a significant shareholder in Findev. Plazacorp has completed 34 condominium projects throughout the City of Toronto, representing total revenue in excess of \$2 billion. In addition, it has 12 projects under development, representing approximately 4,400 units, expected to generate additional revenue in excess of \$1.4 billion. Plazacorp won the 2018 High-Rise Builder of the Year award presented by Tarion.

Findev's relationship with Plazacorp provides it with access to a pool of real estate and investment talent in addition to financing opportunities. This strategic relationship brings invaluable connections and deep industry experience to all of Findev's projects, increasing the probability of a more successful and profitable outcome for all project stakeholders.

#### **Opportunistic Loans and Investment Portfolio**

The Corporation can invest up to 10% of its investible assets outside of real estate. The Corporation will target investment opportunities that have an attractive rate of return, a low loan to value ratio, and a one to three-year investment horizon. The investments typically take the form of senior secured convertible debentures in publicly traded entities.

#### **Current Loans and Investments Portfolio**

The Corporation's portfolio can be summarized as follows:

As At	Net Portfolio	Weighted Avg. Yield (%)	Weighted Time to Maturity
December 31, 2019	\$ 17,202,106	11.49	0.6
September 30, 2019	16,937,394	11.43	0.9
June 30, 2019	16,850,720	11.39	1.1
March 31, 2019	16,674,595	11.36	1.2
December 31, 2018	16,452,887	11.17	1.5
September 30, 2018	16,041,506	11.15	1.7
June 30, 2018	15,974,281	10.77	2.0
March 31, 2018	15,487,107	10.63	2.3
December 31, 2017	15,486,250	10.63	2.6

The following summary is a breakdown of Findev's portfolio, excluding reserves, as of December 31, 2019:

Loan	Invested Amount	Interest Rate %	Issue Date	Maturity Date
Nutritional High <sup>1</sup>	\$ 500,000	10.0%	Aug. 2018	Aug. 2021
Plazacorp <sup>2</sup>	10,805,000	10.0%	Nov. 2017	Nov. 2020
Victoria I <sup>3</sup>	4,563,956	15.0%	Various Dates	Dec. 2019
Victoria II <sup>3</sup>	1,500,000	12.0%	Nov. 2017	Feb. 2020
Total	<u>\$ 17,368,956 <sup>4</sup></u>			

Note 1: The borrower is a listed issuer and the loan is a convertible. In addition, the borrower has the option to pay the interest in stock, in which case the interest would be calculated using a rate of 12% per annum instead of 10%. As the current fair market value is \$418,150, the Corporation has taken a valuation reserve of \$81,850.

Note 2: This loan is to a related party.

Note 3: These two loans are on the same project, with the Victoria I loan being a B Tranche of a first mortgage and the Victoria II loan being a second mortgage.

Note 4: The total is prior to any Expected Loan Loss Provision in accordance with IFRS 9 of \$85,000 and the valuation reserve of \$81,850.

**Loans and Investments Portfolio***Nutritional High International Inc.*

In August 2018, as part of its opportunistic portfolio, the Corporation advanced \$500,000 to Nutritional High International Inc. ("**Nutritional High**"). Nutritional High is focused on developing, manufacturing and distributing products under recognized brands in the cannabis products industry, with a specific focus on edibles and oil extracts for medical and adult recreational use. Nutritional High works exclusively with licensed facilities in jurisdictions where such activity is permitted and regulated by state law.

Nutritional High follows a vertically integrated business model with a developed strategy for acquisitions in extraction, production, sales, and distribution sectors of the cannabis industry. Nutritional High has brought its flagship FLM™ edibles and extracts product line from production to market through its wholly-owned subsidiaries in California and Oregon, as well as Colorado where its FLM™ products are manufactured by a third-party licensed producer. In California, Nutritional High distributes its products and products manufactured by other leading producers through its wholly owned distributor Calyx Brands Inc. and it is anticipated entering the Nevada, Washington State and Canadian markets in the near future.

This loan was initially for a term of 3 years maturing on August 3, 2021, with an interest rate of 10% unless the interest is paid for in common shares of Nutritional High, in which case the interest rate for the period would be adjusted to 12%. The Nutritional High loan is convertible into Nutritional High common shares at a conversion price of the lower of \$0.70 per common share subject to certain price adjustment provisions and the Corporation received 714,500 warrants to purchase Nutritional High common shares at an exercise price of \$0.80 subject to certain price adjustment provisions with an expiry date of August 3, 2021.

On March 14, 2019, Nutritional High completed a financing of \$1,350,000 via the issuance of 5,000,000 common shares at a price of \$0.27. Accordingly, the convertible debentures that the Corporation invested in could now be converted at \$0.27 and the exercise price of the warrants was reduced to \$0.324.

On May 29, 2019, Nutritional High completed an additional financing of \$3,623,000 via the issuance of 18,117,000 units at a price of \$0.20, with a warrant having an exercise price of \$0.30. Accordingly, the convertible debentures that the Corporation invested in can now be converted at \$0.20 and the exercise price of the warrants was subsequently reduced to \$0.30.

*Plaza Theatre District Hotel and Condos (Widmer)*

The project, located at 30 Widmer, Toronto, Ontario, is a 48-storey tower designed by Quadrangle Architects and planned to replace a surface parking lot in the busy Entertainment District. The use includes a 353-suite hotel occupying the bottom 28 floors of the building, while the upper portion of the tower will house 131 condos. The height of the tower is 156 metres (512 ft) and sits atop a 10-storey podium. Findev initially loaned \$13 million at 10% to this project, of which \$10,805,000 remains outstanding with a maturity date of November 30, 2020 but can be repaid any time without penalty. This loan is secured against profit projections of \$28,317,500.

*Victoria*

This project is the redevelopment of a proposed 4-storey stacked townhouse development project in Toronto. A total of 179 units are currently planned over four townhouse blocks, with 205 underground parking spaces. The site is to include a mix of 83 one-bedroom units and 96 two-bedroom units, with select suites offering rooftop patios. The location provides access to shopping and employment. Additionally, the site is located several minutes from the Don Valley Parkway.

The Corporation's interest in this project as at December 31, 2019 is by way of two mortgages; (i) a \$1.5 million share of \$7.5 million first mortgage, with the interest rate on the Corporation's share at 12%, and (ii) a second mortgage at \$3,500,000 plus \$1,063,956 in accrued interest that is being capitalized at an interest rate of 15%.

In addition, the Corporation has syndicated an additional \$820,010 on this project, where the investors have agreed to only earn their interest after the Corporation has been fully reimbursed its capital and received its accrued interest.

In December 2019, the Corporation did not renew the second mortgage which placed the loan in default. As it was not reimbursed. The Corporation has now filed a motion to sell the property via the courts. As management anticipates the property selling for more than what is due on the first and second mortgages, no reserve has been recorded.

When Findev made its first investment in this project, the land had an estimated value of approximately \$12 million. In December 2017, the land value was estimated at \$14 million, and in November 2018 the revised land valued was \$18,375,000 which provides the Corporation with a loan to value ratio of approximately 64.1%.

### **Net Asset Value ("NAV"), Net Asset Value per Share ("NAVPS") and Dividends**

While Findev has 98.0% of its assets invested, it is still actively looking for new opportunities to expand and diversify its portfolio, with the goal that it can eventually leverage its equity in order to improve the return of capital to its Shareholders.

The Corporation is focused on creating long-term capital appreciation for its shareholders in conjunction with providing an attractive dividend yield, paid out on a quarterly basis. This provides shareholders with immediate cash flow while management works to create long-term capital appreciation. As of the date of this filing, the Corporation has paid 13 consecutive quarterly dividends and returned a total capital of \$2,793,128 to its shareholders in addition to increasing its shareholders' equity by \$2,227,995 or 14.7%.

At December 31, 2019, the NAV of the Corporation, calculated as Assets, net of Liabilities, is \$17,391,404 an annualized increase of 4.90% over the previous year of \$16,579,550. In addition, an investment in the Corporation's common shares would have provided a dividend yield of approximately 7.23% based on the closing price per share at the end of the quarter.

As At	L&IP	% of NAV	NAV	NAVPS
December 31, 2019	\$ 17,368,958	99.87	\$ 17,391,404	\$ 0.6071
September 30, 2019	17,044,394	99.56	17,118,895	0.5976
June 30, 2019	16,943,220	99.67	17,000,145	0.5934
March 31, 2019	16,760,095	99.79	16,795,457	0.5863
December 31, 2018	16,540,887	99.77	16,579,550	0.5787
September 30, 2018	16,041,506	98.67	16,365,167	0.5713
June 30, 2018	15,974,281	99.03	16,184,143	0.5649
March 31, 2018	15,487,107	96.60	16,068,313	0.5609

### **Quality of the Dividend**

The current portfolio of loans and investments is generating approximately \$475,000 in revenue quarterly of which approximately \$300,000 is received in cash leaving management sufficient cash flow to pay its quarterly dividend of approximately \$215,000 providing an estimated dividend yield of 6.25% based on the share price of \$0.415 as at December 31, 2019 representing a 46.3% discount to the NAVPS.

### **Extension of Warrants**

In November 2018, the Corporation announced that it had extended the expiry date of 11,542,665 warrants to October 7, 2021. The previous expiry date was October 7, 2019, and all other terms remained the same.

**ITEM 2 - Selected Annual Information**

The following is the Corporation's selected annual information for the preceding three fiscal years:

	December 2019	December 2018	December 2017
Net revenues	\$ 1,997,869	\$ 1,761,079	\$ 1,554,448
Income (loss) before discontinued operations	1,638,808	1,504,940	891,040
Earnings (loss) per share before discontinued operations - basic	0.06	0.05	0.03
Earnings (loss) per share before discontinued operations - dilutive	0.06	0.05	0.03
Net income (loss)	1,671,278	1,504,940	1,407,083
Earnings (loss) per share - basic	0.06	0.05	0.05
Earnings (loss) per share - dilutive	0.06	0.05	0.05
Total assets	17,717,171	16,824,236	16,219,657
Long term financial liabilities	Nil	Nil	Nil
Cash dividends declared per share	0.0300	0.0300	0.0300
Net Asset per common share	0.6071	0.5787	0.5573

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR.

**ITEM 3 - Results of Operations**

For the twelve-month period ending December 31, 2019 versus December 31, 2018

The year ended December 31, 2019, was the third full fiscal year since the Corporation changed its business from that of a technology company to one that primarily focuses on financing residential and retail development projects within the GTA and deploys capital using a variety of financial structures that span the debt/equity spectrum.

The revenue from continuing operations for the period ending December 31, 2019 was \$1,997,869 versus \$1,761,079 the year earlier for a positive variance of \$236,790 or 13.4%. Management believes that revenues will rise marginally as the Corporation's asset base increases primarily via retained profits and either leveraging its equity basis by way of lines of credit or share issuances where applicable, as management does not see much fluctuation in interest rates within its target niche market. At current capital levels, management anticipates annual revenues to be approximately \$1.7 - \$2.0 million.

General and administrative expenditures from continuing operations for the year ending December 31, 2019 was \$264,003 versus \$256,139 a year earlier for a positive variance of \$6,864 or 3.1%. Management anticipates on-going recurring annual operating expenses to be approximately \$250-300,000 (\$60-70,000 per quarter), therefore expenses are in line with expectations.

Operating income for the period ending December 31, 2019 was \$1,638,808 versus \$1,504,940 a year earlier for a positive variance of \$133,868 or 8.9%.

Other income for the year ending December 31, 2019 was \$32,470 versus \$Nil a year earlier for a positive variance of \$32,470.

The Corporation did not incur any tax liability as it continues to utilize unrecognized non-capital loss carry forwards of approximately \$9,170,000 as at December 31, 2018. In addition, the Corporation has approximately \$707,000 in unclaimed scientific research and experimental development expenses and approximately \$1,750,000 in unclaimed investment tax credits at the federal level and \$1,656,000 in unclaimed Provincial tax credits.

For the period ended December 31, 2019, the Corporation had a net income of \$1,671,278 resulting in earnings per share of \$0.06 based on 28,647,441 weighted average common shares outstanding for the period. There is no difference for the dilutive weighted average common shares of 28,647,441. The net income for the year earlier was \$1,504,940, resulting in earnings per share of \$0.05 based on 28,647,441 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 28,647,441.

During the year, the Corporation increased its net loan portfolio by \$749,219 to \$17,202,106 from \$16,452,887, for an increase of 4.6%. The yield on its portfolio also increased to 11.49% from 11.17% with the portfolio's maturity decreasing to 0.63 years from 1.49 years.

The Corporation had a cash and cash equivalents balance as at December 31, 2019 of \$458,366 (December 31, 2018 - \$299,007), with working capital of \$16,868,956 (December 31, 2018 - \$4,897,550). The Corporation's objective is to maintain cash and cash equivalent reserve to be equal to cash requirements for operating expenses for one quarter. Working capital includes loan and mortgages that mature within a year, which may cause significant variances on a quarterly basis.

#### ITEM 4 - Summary of Quarter Results

The following table sets forth, for each quarter ended on the date indicated, for the past eight quarters, information relating to the Corporation's revenue, net loss and loss per common share as prepared in accordance with Canadian GAAP.

	Net Revenue	Income from continuing operations	Net Income	Earning / share: basic from continuing operations	Net Earnings / share fully diluted
December 31, 2019	\$ 573,991	\$ 454,895	\$ 487,365	\$ 0.017	\$ 0.017
September 30, 2019	482,275	333,606	333,606	0.012	0.012
June 30, 2019	474,073	419,544	419,544	0.015	0.015
March 31, 2019	467,530	430,763	430,763	0.015	0.015
December 31, 2018	489,602	429,239	429,239	0.015	0.015
September 30, 2018	459,308	395,880	395,880	0.014	0.014
June 30, 2018	408,526	330,686	330,686	0.012	0.012
March 31, 2018	403,643	349,135	349,135	0.012	0.012

For the three-month period ended December 31, 2019 versus the three-month period ended December 31, 2018

Net revenue is equal to gross revenue less allowances for anticipated losses over the life of the loans and mortgages held by the Corporation. Net revenue for the three-month period ended December 31, 2019 was \$573,991 versus \$489,602 for the year earlier period, for a positive variance of \$84,389 or 17.2%. While revenue may fluctuate on a quarterly basis, management believes that on an annual basis it will be approximately \$1.7-\$2.0 million.

For the three-month period ended December 31, 2019, general and administrative expenditures was \$65,868 versus \$60,363 for the year earlier period, for a negative variance of \$5,523 or 9.1%. While this expense may fluctuate on a quarterly basis, management is targeting average general and administrative expenditures of approximately \$250-300,000 annually.

For the three-month period ended September 30, 2019, the realized loss was \$14,364 versus \$Nil for the year earlier period. The realized loss was due to the marketable securities held by the Corporation which relate to the Nutritional High shares that were received in lieu of cash, for which the Corporation can earn an additional 2% should the payment be made in common shares at the option of the borrower. Upon

receiving these shares, the Corporation is unable to trade them for a period of 4 months due to regulatory hold periods, during this time period the change in fair value is recorded as an unrealized gain or loss. Management does not anticipate this to have a material impact on the financial position of the Corporation.

For the three-month period ended December 31, 2019, the unrealized loss was \$38,846 versus \$Nil for the year earlier period. This unrealized loss relates to the fair value estimate of the convertible debenture to Nutritional High which is revalued at the end of each quarter and can vary significantly as its stock is highly volatile.

Operating income for the period ending December 31, 2019 was \$454,895 versus a \$429,239 a year earlier for a positive variance of \$25,656 or 6.0%.

Other income for the year ending December 31, 2019 was \$32,470 versus \$Nil a year earlier for a positive variance of \$32,470.

Net income for the three-month period ended December 31, 2019 was \$487,365, resulting in earnings per share of \$0.02 based on 28,647,441 weighted average common shares outstanding – basic and diluted. In the year earlier period Corporation had earnings of \$429,239 resulting in earnings per share of \$0.01 based on 28,647,441 weighted average common shares outstanding – basic and diluted.

Since changing its business model, the Corporation has paid 13 consecutive quarterly dividends and returned a total capital of \$2,793,128 to its shareholders in addition to increasing its shareholders' equity by \$2,227,995 or 14.7%.

The Corporation had a cash and cash equivalents balance as at December 31, 2019 of \$458,366 (December 31, 2018 - \$299,007), with working capital of \$16,868,956 (December 31, 2018 - \$4,897,550). The Corporation's objective is to maintain cash and cash equivalent reserve to be equal to cash requirements for operating expenses for one quarter. Working capital includes loan and mortgages that mature within a year, which may cause significant variances on a quarterly basis.

#### **ITEM 5 - Liquidity**

As at December 31, 2019, the Corporation had a cash balance of \$458,366 (December 31, 2018 - \$299,007), with working capital of \$17,058,254 (December 31, 2018 - \$4,897,550), as the Corporation includes loans and mortgages that mature within the year as part of its working capital calculations.

Management believes that the dividend is currently secured as it is anticipated the Corporation's loan and investment portfolio to generate revenue of \$1.7 - \$2.0 million annually, of which receive approximately \$300,000 with collected quarterly with balance being capitalized in accordance with the terms of the loan. In the opinion of management this amount is sufficient to meet the Corporation's current operating expenditures targeted at \$60-75,000 per quarter as well as its current quarterly dividend policy of \$214,856 per quarter which is equivalent to \$0.0075 per common share (\$0.03 per common share per year).

#### **ITEM 6 - Capital Resources**

The Corporation, as of the filing date of this statement, has the following stock options issued and outstanding:

Exercise Price	Options Outstanding	Expiry Date	Outstanding		Exercisable		
			Weighted Average Remaining Life	Weighted Average Price	Quantity	Weighted Average Price	
\$ 0.60	1,250,000	October 20, 2024	4.6 years	\$ 0.60	1,250,000	\$ 0.60	
0.60	200,000	November 2, 2024	4.6 years	0.60	200,000	0.60	

In addition, the Corporation, as of the date of this filing, has the following warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Date
11,542,665	Share Purchase Warrant	\$ 0.70	October 7, 2021

Subject to the real estate financing opportunities that may be originated, Findev may seek to raise additional funds to accelerate such developments. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance the business. Future financing may be completed by the issuance of the Corporation's securities such as equity, as well as debt financing, which includes financial instruments that may permit investors to receive additional common shares.

#### **ITEM 7 - Off-Balance Sheet Arrangements**

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

#### **ITEM 8 - Transactions with Related Parties**

Related-party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related-party transactions that occurred during the fiscal period.

For the year ended December 31,	2019	2018
Revenues		
Interest income	\$ 1,086,630	\$ 1,232,099
Expenses		
Directors Fees	—	4,000
Management Fees	90,000	90,000
Professional Fees	66,310	79,695
Loans and mortgage investments	10,805,000	11,270,000
Included with accounts payable	—	—

Payments to key management were as follows:

For the year ended December 31,	2019	2018
Expenses		
Management Fees	\$ 90,000	\$ 90,000
Professional Fees	66,310	79,695

The key management personnel of the Corporation include the Chief Executive Officer, Chief Financial Officer, Corporate Secretary and the Board of Directors.

During the period ended December 31, 2019 and, 2018, no key management personnel were indebted to the Corporation, with the exception that certain of the Corporation's loans and mortgage investments were issued to Plazacorp Investments Limited and/or its affiliates which are owned and controlled by a director of the Corporation and were issued in the normal course of business.

**ITEM 9 - Proposed Transactions**

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the approval of the Board of Directors of the Corporation as well as the Shareholders of the Corporation.

**ITEM 10 - Risk Factors**

The following risk factors relate to the Corporation's activities subsequent to the completion of its Change Of Business. These risks, to which the Corporation is now subject, were previously disclosed within the Corporation's information circular, made available to all shareholders prior to providing the Corporation with its approval to proceed with the COB. This information is also available on the regulator's web site, SEDAR.

***Controlling Interest of Plazacorp Holdings***

Of the issued and outstanding common shares of the Corporation, 40% is controlled by Plazacorp Holdings Inc. ("**Plazacorp Holdings**") which is controlled by Mr. Anthony Heller, a director of the Corporation. Plazacorp Holdings also owns 4,637,500 Share Purchase Warrants that are to expire on October 7, 2021.

As a result, Plazacorp Holdings has the ability to influence the Corporation, including without limitation the election and removal of directors, amendments to the Corporation's articles of amalgamation and by-laws and the approval of any business combination. The interests of Plazacorp Holdings may not in all cases be aligned with interests of other Shareholders.

***Future Sales of Corporation's Common Shares by Plazacorp Holdings***

Subject to compliance with applicable securities laws, Plazacorp Holdings may sell some or all of its common shares in the future. No prediction can be made as to the effect, if any, such future sales of the Corporation's common shares will have on the market price of the Corporation's common shares prevailing from time to time. However, the future sale of a substantial number of the Corporation's common shares by Plazacorp Holdings, or the perception that such sales could occur, could adversely affect the prevailing market prices of the Corporation's common shares.

***Real Estate Sector Risks***

Investing in real estate development projects can be speculative in nature and the value of the Corporation's investments may be subject to significant fluctuations. Such businesses entail a degree of risk, regardless of the skill and experience of the Corporation's management and board of directors. There can be no assurance that the Corporation will be operated successfully. Further, since a significant aspect of the potential return to the shareholders will be based on the revenue generated by real estate developments, there can be no assurance that such business activities will generate revenues sufficient to meet the operational or financing needs of the Corporation or to return the funds invested.

The Corporation will also be subject to the risks inherent in the development of residential projects which it has funded, including the inability to obtain re-zoning approvals within a reasonable time or at all, the inability to obtain construction or mortgage financing on reasonable terms or at all, the inability to sell or complete sales of a sufficient number of residential units at reasonable prices or at all, the failure or refusal of purchasers of residential units to complete their transactions, undisclosed liabilities relating to the development projects, fluctuations in interest rates, fluctuations in or volatility of real estate markets, failure to repay or refinance mortgages resulting in foreclosures or powers of sale, construction delays due to strikes or shortages of materials or labour, the inability of the Corporation to achieve profitability in its investment strategy, competition from other properties, limits on insurance coverage and increases in development costs caused by general economic conditions.

***Risk of Lack of Diversification of Investments***

Investments concentrated in specific sectors are generally more volatile than the overall market. Investing in one specific sector, entails greater risk and greater potential reward than investing in all sectors of the economy. If a sector declines or falls out of favour, the values of most or all of the companies in that sector will generally fall faster than the value of other investments as a whole. The opposite is equally true.

***Due Diligence Risks***

The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making such investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by investee 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.

***Credit Risks***

The debt securities in which the Corporation will invest in are subject to credit and liquidity risk. Any loan investment may become a defaulted obligation for a variety of reasons, including non-payment of principal or interest, as well as covenant violations by the borrower in respect of the underlying loan documents. A defaulted loan may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted loan. In addition, such negotiations or restructuring may be extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted loan. In addition, substantial costs and resources in such situations may be imposed on the Corporation, further affecting the value of its investment. The liquidity of the defaulted loans may also be limited, and to the extent that the defaulted loans are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon, which would adversely affect the financial position of the Corporation and consequently, the market value of the common shares of the Corporation.

***Collection Risks***

The Corporation may invest in loans, debt securities or equities which rank behind other securities and obligations issued by the investee, all or a significant proportion of which may be secured on that investee's assets. The corporation may, therefore, be subject to collection risk in relation to such investments. The characterisation of an investment as a secured debt obligation does not mean that such debt will necessarily have repayment priority with respect to all other obligations of a borrower. Borrowers may have, and/or may be permitted to incur, other debt and liabilities that rank equally with or senior to the debt in which the Corporation invests in. If other indebtedness is incurred that ranks in parity in right of payment or proceeds of collateral with respect to debt securities in which the Corporation invests in, the Corporation would have to share on an equal basis any distributions with other creditors in the event of a liquidation, reorganisation, insolvency, dissolution or bankruptcy of such a borrower. Consequently, there is no guarantee that the Corporation would receive any value for its holdings of a borrower's debt obligations or any securities it may hold if the borrower or issuer were to go enter into insolvency, liquidation or other restructuring proceedings.

***Interest Rate Risks***

Interest rate risk arises due to exposure to the effects of future changes in the prevailing level of interest rates. The Corporation is exposed to interest rate risk arising from an increase in interest rates that can adversely affect the value of the underlying security of its mortgage and loan investment portfolio. Rising interest rates can have a negative impact on real estate development profitability and potentially effect a borrower's ability to repay a loan. The Corporation mitigates this risk by the general short-term nature of its loan and mortgage investments.

***No Guaranteed Return or Dividends***

There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term. To date, while the Corporation has paid a limited amount of dividends to holders of its common

shares and the Corporation seeks to pay a dividend, it is not required to pay any dividends on a going basis. Any decision to pay dividends will be made on the basis of the Corporation's earnings, financial position, cash flow needs and other conditions as they may arise from time to time.

***Tax Loss Carried Forward***

The Corporation has considerable tax losses carried-forward, and there is no assurance that it will be able to recognize them.

***Risks of Competition***

The Corporation will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Corporation's opportunities to finance construction projects that are attractive to the Corporation. The Corporation may be required to invest otherwise than in accordance with its Investment Policy and strategy in order to meet its investment objectives. If the Corporation is required to invest other than in accordance with 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 Resulting Issuer and the Shares***

The book value of the Corporation's common shares and its market value will fluctuate with changes in the market value of the Corporation's investments, in addition to the supply and demand of the Corporation's securities. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations who have borrowed from the Corporation and changes in interest rates which may affect the value of interest-bearing securities owned by the Corporation. An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider such an investment.

***Market Disruption Risks***

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

***Stress in the Global Economy***

Global financial conditions such as reduction in credit, combined with reduced economic activity and the fluctuations in the Canadian dollar, may adversely affect businesses and the real estate development industry. Adverse effects on the capital markets generally make the raising of capital by equity or debt financing more difficult and the Corporation will be dependent upon the capital markets to raise additional funds. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results, and financial condition.

***Financing Risks***

Additional funding will be required to complete the proposed or future real estate development projects. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Corporation to reduce or delay execution of its business plan. The primary source of funds currently available to the Corporation is derived from the issuance of equity. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Corporation.

***Risk of Dilution from Possible Future Offerings***

The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

***Dependence upon Key Management***

The Corporation will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's

operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance on any members of its management or directors.

#### ***Conflict of Interest***

Conflict of interest situations may arise between the directors, officers, insiders and promoters of the Corporation and the Corporation. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in real estate directly and indirectly themselves, as investors of other business, with a view to invest, either on their own behalf and on behalf of other corporations. Therefore, situations may arise where some or all of the directors, officers, insiders and promoters will be in a conflict. Conflict of interest may also arise when the Corporation loans or invests in projects in which the directors, officers, insiders and promoters of the Corporation and the Corporation have an interest independently of via the Corporation. Conflicts, if any, will be subject to the procedures and remedies prescribed by the Business Corporations Act (Ontario), the Exchange and applicable securities law, regulations and policies.

#### ***Loans to the Cannabis Industry***

The Corporation has provided a convertible loan in the amount of \$500,000 to an arms-length company that operates in the cannabis industry in Canada and the United States (where local state law permits such activities). If the loan was converted to equity, the Corporation's ownership would be less than 1%. Furthermore, the loaned amount represents approximately 3% of all outstanding loans made by the Corporation.

On October 16, 2017, the TSX provided clarity regarding the application of the requirements to applicants and TSX-listed issuers in the cannabis sector (the "**TMX MOU**"). In the TSX Staff Notice 2017-0009; the TSX notes that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the requirements of the exchange. These business activities may include (i) direct or indirect ownership of, or investment in, entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S., (ii) commercial interests or arrangements with such entities, (iii) providing services or products specifically targeted to such entities, or (iv) commercial interests or arrangements with entities engaging in providing services or products to U.S. cannabis companies. The TSX reminded issuers that, among other things, should the TSX find that a listed issuer is engaging in activities contrary to the requirements, the TSX has the discretion to initiate a delisting review.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, on February 8, 2018, the Canadian Securities Administrators revised their previously released CSA Staff Notice 51-352 Issuers with U.S. Marijuana Related Activities (the "**Staff Notice**") setting out their disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. The Staff Notice confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. The Staff Notice includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry.

While cannabis is legal in many U.S. state jurisdictions, it continues to be a controlled substance under the United States Federal Controlled Substances Act. Unlike in Canada which has federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Access to Cannabis for Medical Purposes Regulations ("**ACMPR**"), investors are cautioned that in the United States, cannabis is largely regulated at the state level. To the Corporation's knowledge, there are to date a total of 29 states, plus the District of Columbia, Puerto Rico and Guam that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act (the "**CSA**") and as such, violates federal law in the United States. While the Corporation's business activities are in compliant with applicable state and local law, such activities remain illegal under United States federal law. The enforcement of relevant laws is a significant risk.

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

***The Corporation's investments in the United States may be subject to heightened scrutiny***

For the reasons set forth above, the Corporation's existing investments in the United States, and any future investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Corporation may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Corporation's ability to invest in the United States or any other jurisdiction, in addition to those described herein.

Given the heightened risk profile associated with cannabis in the United States, CDS may implement procedures or protocols that would prohibit or significantly curtail the ability of CDS to settle trades for cannabis companies that have cannabis businesses or assets in the United States. Although the TMX MOU has confirmed that there is currently no CDS ban on the clearing of securities of issuers with cannabis related activities in the United States, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it could have a material adverse effect on the ability of holders of common shares to make and settle trades. In particular, the common shares could become highly illiquid as until an alternative was implemented, investors could have no ability to effect a trade of the common shares through the facilities of a stock exchange. While there can be no assurance that this would occur, and while it would be subject to regulatory approval, a third party has publicly expressed interest in providing clearing services should CDS decide not to do so.

***Health Risks***

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

**ITEM 11 - Critical Accounting Estimates**

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements filed on SEDAR and incorporated by reference, which includes a discussion on accounting estimates considered to be significant to the Corporation.

**ITEM 12 - Changes in Accounting Policies**

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019, which are incorporated by reference and can be found at [www.sedar.com](http://www.sedar.com).

**ITEM 13 - Financial Instruments and Other Instruments**

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019, which are incorporated by reference and can be found at [www.sedar.com](http://www.sedar.com).

**ITEM 14 - Capital Structure**

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 28,647,441 common shares issued and outstanding as well as the above-mentioned options and warrants.

**ITEM 15 - Other MD&A Requirements**

As defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, requires that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.

The Corporation is not required to file an Annual Information Form under current securities legislation and thus has not filed one; however, an Information Circular dated August 23, 2016 has been filed electronically via [www.sedar.com](http://www.sedar.com).