TIMIA CAPITAL CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis is for the three month period ended March 31, 2022 compared with the three month period ended February 28, 2021. All amounts are in Canadian dollars unless otherwise indicated. This MD&A was approved by the Board of Directors on May 26, 2022.

This Management's Discussion and Analysis (MD&A) provides review of TIMIA Capital Corporation's ("Company") consolidated financial results for the three month period ended March 31, 2022 and provides detailed information on the operating activities, performance and financial position of the Company. The "Company", "we", "us" or "our" refer to TIMIA Capital Corp. and its consolidated entities. This analysis of the operating results and financial position of the Company should be read in conjunction with the March 31, 2022 consolidated Financial Statements and related Notes (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This discussion and analysis may contain forward-looking statements about the Company's future prospects, and the Company provides no assurance that actual results will meet management's expectations. Additional information relating to TIMIA Capital Corp. is available on SEDAR at www.sedar.com. TIMIA Capital Corp. is listed on the TSX Venture Exchange (the "TSX-V") trading under the symbol "TCA". TIMIA Capital Corp. preferred shares trade under the ticker symbol TCA.PR.A.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking information" and "forward-looking statements", collectively "forward looking statements". All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "designed", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

FINANCIAL HIGHLIGHTS

For the three month period ended March 31, 2022 and three month period ended February 28, 2021. **see Non-GAAP measures section for details of calculation.*

Financial Highlights	March 31, 2022	February 28, 2021
Revenue	4,227,934	1,270,815
Loans receivable - net of ECL (December 31, 2021)	112,972,797	106,117,801
Net income before income tax	848,322	124,559
Net income (loss) attributable to shareholders	93,491	(315,426)
Adjusted net income	1,080,661	169,298
Adjusted net income attributable to shareholders	325,830	(270,687)
Earnings per common share	(0.01)	(0.01)
Adjusted net income per common share	0.00	(0.01)

For the three months ended March 31, 2022, compared to the three months ended February 28, 2021 the Company had the following highlights:

- Total revenue increased $2,957,119 or 233% from $1,270,815 to $4,227,934.
- Interest income from investments was up $2,336,055 to $3,533,583 for the three month period compared to $1,197,528 for the three month period last year. This increase is primarily driven by the acquisition of Pivot.
- Similarly, Income from transaction and other fees increased $493,622 to $589,784 from $96,162 due to acquisition of Pivot;
- Loss from settlements of loans decreased $22,875 to $nil as a result of less portfolio exits in the current period compared to significant exit activities in Q1 2021;
- Net income increased 581% or $723,763 to $848,322 compared to $124,559 in the prior three month period.

BUSINESS OVERVIEW

The Company builds and manages private credit limited partnerships that have focused investing strategies for the institutional and accredited investors markets. In the technology space, the Company utilizes a proprietary loan origination platform to originate, underwrite and service private-market, high-yield loan opportunities through two operating divisions: TIMIA Capital which offers revenue-based investment to fast growing, business-to-business Software-as-a-Service (or SaaS) businesses in North America, and Pivot Financial which specializes in asset-based private credit targeting mid-market borrowers in Canada.

Sources of revenue include interest income from loans receivable, as well as income from the settlement of loans and transaction fees from due diligence. In addition, Pivot earns loan servicing fees and performance fee income for loan management services performed.

The Company's business principally involves managing invested capital and earning fee-related revenues from assets under management. The Company builds shareholder value by increasing the assets invested, through limited partnerships, as well as growth in assets managed under service agreements.

The capital for all of the Company's investments comes from institutions and private investors through Limited Partnerships, lender finance arrangements, notes payable, and co-investor syndication. The Company's corporate capital needs are met through the issuance of preferred and common shares.

The key contributors to growth in value to the shareholders of the Company are fee related earnings from our investing activity, continued improvement in efficiency at originating deals, acceleration in number of deals originated and maintaining economies of scale. Management currently believes value for common shareholders is best created by growing capital under management through limited partnerships as it provides income while providing non-dilutive capital.

TIMIA'S INVESTMENT STRATEGY

TIMIA targets companies seeking capital primarily in the following three subsectors: Software-as-a-Service (SaaS), software enabled service companies and hardware enabled service companies. Using proprietary software, the Company is able to efficiently originate transactions, automate underwriting as well as manage the loan portfolio and investors on an ongoing basis.

PIVOT'S INVESTMENT STRATEGY

Pivot addresses the borrowing needs of small to mid-sized enterprises in Canada with bespoke term debt structures, bridge loans, asset-based revolving loan facilities, and accounts receivable factoring facilities. Pivot portfolio companies typically have 1-100 employees and $1-$100 million in revenue.

Structure and basis of consolidation

Our capital sourcing strategy has evolved from raising capital directly in the form of debt and equity, to raising non-dilutive capital in the form of limited partnerships and lender finance arrangements. Management expects to continue to use non-dilutive sources of capital to increase per share profitability for shareholders as well as improve our ability to scale with growth.

Basis of consolidation

To date the following partnerships have been established:

- On March 6, 2019, the Company established its first Limited Partnership ("LP I");
- On November 28, 2019, the Company established TIMIA Capital Holdings Limited Partnership for purposes of facilitating a lender finance arrangement to help fund growth in a warehouse format for future limited partnerships;
- On July 15, 2020, the Company established its third Limited Partnership ("LP II");
- In September 2021, the Company established Pivot Financial I Limited Partnership ("Pivot LP") for purposes of the acquisition of Pivot Financial Inc.; and
- On January 10, 2022, the Company formed its third fund, TIMIA Capital III Preferred Return Fund Limited Partnership.

TIMIA Capital GP Inc. and TIMIA Capital II GP Inc. (wholly owned subsidiaries of the Company) each act on behalf of the general partners for LP I, LP II and Preferred Return LP III (together the limited partnerships). The

Company owns 12.4%, 7.0% and 21.5% of total units as at March 31, 2022, respectively of LP I, LP II, Preferred Return LP III, while TIMIA Capital Holdings is 100% owned. All the benefits and rewards of ownership of the limited partnership flow to the limited partners; the external parties that funded the limited partnership. The Company earns a management fee and a performance fee for managing the business activities of the limited partnerships. In addition, this capital is non-dilutive to the common shareholders of the Company while providing the common shareholders with a share of the profit (loss) of the limited partnership.

LP II and Preferred Return LP III have a functional currency of US dollars. On consolidation the results are translated to the Company's presentation currency of Canadian dollars. As a result, exchange differences arising on consolidation from this translation are recorded in other comprehensive income.

The financial results of the Company as at and for the three months ended March 31, 2022 discussed in this MD&A include results of operations of TIMIA Capital Corp., 2862454 Ontario Inc., Pivot Financial Services Inc.TIMIA Capital GP Inc., TIMIA Capital II GP Inc., TIMIA Capital III GP Inc., LP I, TIMIA Capital Holdings Limited Partnership, LP II, Preferred Return LP III, TIMIA Capital III Preferred Return Fund and Pivot LP.

NON GAAP MEASURES

In addition to the IFRS prepared results and balances presented in the Financial Statements, the Company uses a number of other financial measures to monitor its performance and some of these are presented in this MD&A. These measures may not have standardized meanings or computations as prescribed by IFRS that would ensure consistency and comparability between companies using them and are, therefore, considered to be non-IFRS measures. The Company primarily derives these measures from amounts presented in its Statements which were prepared in accordance with IFRS. The Company's focus continues to be on IFRS measures and any other information presented herein is purely supplemental to help the reader better understand the key performance indicators used in monitoring its operating performance and financial position. This Management Discussion and Analysis refers to the following Non-GAAP measure:

Adjusted net earnings and Adjusted net earnings per common share - adjusted net earnings presents shareholders' net earnings before stock-based compensation, business acquisition expenses and amortization of intangible assets. Management feels this metric is useful to understand the operating income of the Company's lending business before non-cash and expenses that are not directly related to lending activities.

Reconciliation of adjusted net income:	Three months ended March 31, 2022	Three months ended February 28, 2021
IFRS reported net income	848,322	124,559
IFRS reported net income attributable to shareholders	93,491	(315,426)
Add:		
Acquisition costs	22,050	-
Share-based payments	97,761	44,739
Amortization	112,528	-
Adjusted net earnings	1,080,661	169,298
Adjusted net income attributable to shareholders	325,830	(270,687)
Adjusted net income per common share	0.00	(0.01)

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Nature of revenue - Revenue for the Company is earned from a variety of sources. The table below summarizes the revenue earned by virtue of the operating activities and interest income earned by the investment vehicles (the limited partnerships). Management uses this information to better understand the sources of revenue attributed to common shareholders. The following selected financial information agrees in total to consolidated revenue per the financial statements.

	Operational entities	Limited Partnerships	Intercompany eliminations	Total consolidated
Interest income	53,021	3,480,562	0	3,533,583
Income from transaction and other fees	585,237	4,546	0	589,784
Income from settlement of loans	0	0	0	0
Performance/management fee income	486,339	0	(381,772)	104,567
Income from investment in LP's	54,434	0	(54,434)	0
	1,179,032	**3,485,108**	**(436,206)**	**4,227,934**

REVENUE

Total consolidated revenue for the three months ended March 31, 2022 increased $2,957,119 or 233% from $1,270,815 to $4,227,934.

The Company operates through two brands; TIMIA Capital in the technology sector and Pivot Financial in Factoring facilities and small to medium enterprise term loans. Investments are held in Limited Partnership that are separate legal entities by the LP's.

Limited partnerships consist of LP I, LP II, Preferred Return LP III, TIMIA Holdings Limited partnership (wholly owned) and Pivot LP (wholly owned).

Interest income in the three months ended March 31, 2022 was $3,533,583, compared to $1,197,528 for the three months ended February 28, 2021, a 195% increase. This increase is largely driven by the acquisition of Pivot and significantly increasing the loan portfolio. In addition, TIMIA continued to expand its loan portfolio completing 3 new and 3 follow-on loan transactions, disbursing funds of $8,089,440.

Specific investee financings are contracted for various expected durations typically between 1 and 5 years. Payments are received monthly and each investment's value is assessed for impairment at each reporting date based on the performance of the investee's gross revenue and other financial performance measures.

Other sources of revenue include income from the settlement of loans. The current period had less loans exit early compared to prior year, which had an unprecedented number of portfolio early exits, therefore a decrease of 100% in income (loss) from settlements from $(22,875) to $nil. Income realized on loan exits is classified as revenue. While income from early repayment of loans is not the primary focus of the Company's revenue growth forecast, the Company does expect some loans to be repaid prior to maturity either due to change in business needs of the company invested in or as a result of change in ownership through acquisition.

The Company's revenue is primarily interest income generated from the loan portfolio, held within the limited partnerships. As the Company loan portfolio grows, interest revenue increases. Interest revenue also includes changes in amortized cost of loan values included in the portfolio.

Income from transaction and other fees was $589,784 in the three months ended March 31, 2022 compared to $96,162 in the three month comparative period. The growth in portfolio activity with the acquisition of Pivot as well as new revenue streams acquired in the Pivot transactions have contributed to this growth. Pivot has two customer relationships earning revenue for sub-advisor and portfolio servicing fees. These fees are earned and recognized on a monthly basis.

EXPENSES

During the three month period ended March 31, 2022, the Company significantly reduced interest expense as a result of the redemption of the Series B, C and D debentures throughout 2021. This reduction is partially offset by increased finance costs associated with additional draws on the revolving credit facility during the period. The Company continued to invest into the growth of both the origination of deals and the underlying automated platform, as well as general corporate expenses related to portfolio management and public company expenses:

	3 months ended March 31	3 months ended February 28, 2021
Operational Expense, not including Interest expense and Expected credit loss	1,806,455	755,720
Debenture interest expense	36,477	134,680
Interest expenses and Expected Credit Loss	1,552,044	129,540
Total Expenses	**3,394,976**	**1,019,940**

Overall expenses have increased period over period due to the acquisition of Pivot in Q4 of 2021. Operational Expenses for the three month period ended March 31, 2022 and February 28, 2021:

- Administrative, management and directors' fees increased $472,943 or 118% to $872,904 from $399,961. This increase is mainly driven by acquisition-related headcount and bringing salary costs in line with industry.
- Office, travel, systems, and miscellaneous expenses increased $58,387 or 51% from $113,501 to $171,888. Increased expense levels in the current period relating to new website launch, increased office and CAM costs, IT servicing costs with respect to loan origination process and increases related to acquiring Pivot;
- Marketing services and promotion expenses increased $70,617 or 86% from $81,833 to $152,450. This increase is driven by increased use and expansion of online marketing tools.
- Accounting and legal expenses increased $211,491 or 532% from $39,752 to $251,243. Current year increase is driven by growth in size of the business, increase in fees for audit and tax services and acquisition related audit expenses.
- Investor relations, communications and regulatory fees increased $71,747 or 94% from $75,934 to $147,681. In January 2022 the Company launched its third fund, TIMIA Capital Preferred Return LP III

resulting in an increase in fees in the current period. There was no comparable activity in the prior period.

Interest and Expected Credit Loss (ECL) Expense

- Total interest expense was $1,784,858 compared to $225,340, an increase of $1,559,518. The increase is mainly driven by additional loans payable acquired as part of the Pivot acquisition offset by a decrease in debenture interest paid from settlement of debentures throughout 2020/2021.

- ECL expense was a recovery of $196,337 compared to $38,880 in the comparative three month period. ECL is assessed at each period end and is expected to increase relative to the loan portfolio size. The recovery in the prior year was driven by investments exited and loan provision releases.

FOREIGN EXCHANGE AND FORWARD CONTRACTS

US dollar denominated investments and subsidiaries are converted to Canadian dollars quarterly at the then prevailing quarter end exchange rates. At the start of the Company's fiscal year, January 1, 2022, the US dollar was trading at 1.27 Canadian Dollars. By the end of the first quarter the US dollar had fallen to 1.25 Canadian dollars. Common Shareholder income was affected by movements in foreign exchange rates in several ways including the recognition of unrealised gains/losses on US denominated assets owned directly by the Company, and also through the recognition of carried interest income earned by the Company in its capacity as the manager of the limited partnerships.

Foreign exchange losses result from the conversion to Canadian dollars of investments that are denominated in US dollars. During the three month period, $19,402 of foreign exchange losses were recognized in the consolidated net income.

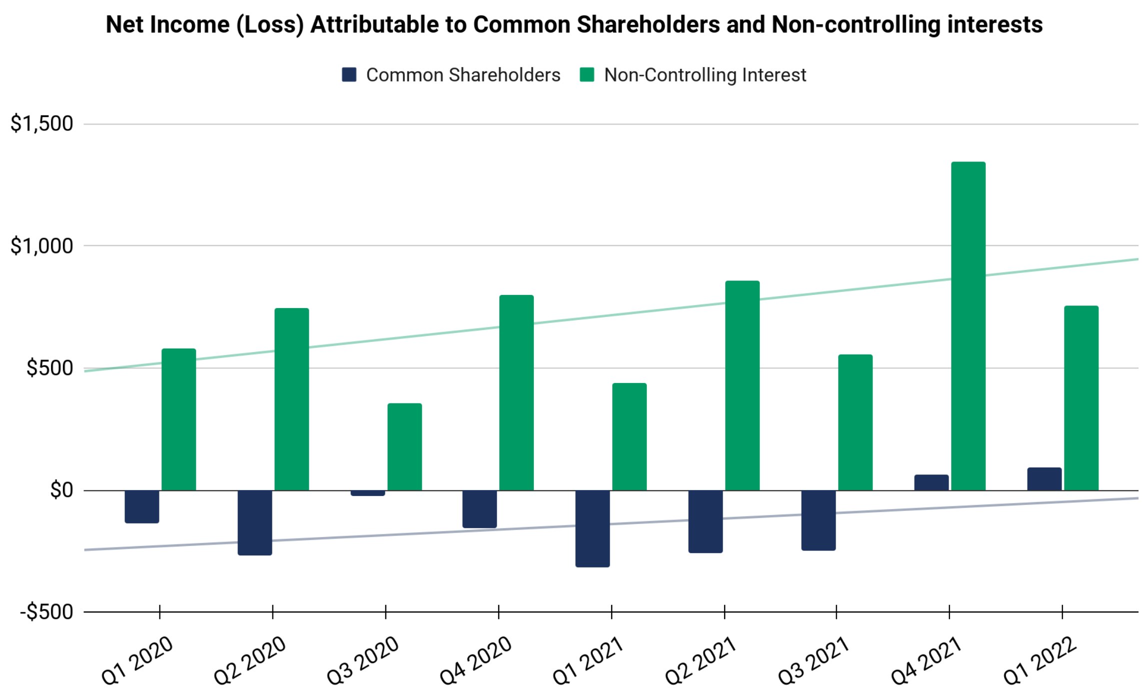
Foreign currency translation adjustment is a result of the conversion of the Company's US dollar denominated subsidiary, LP II. These adjustments are included within net comprehensive income. During the three month period translation adjustment was a loss of $413,158 (February 28, 2021 - loss of $469,555). This translation adjustment is a result of consolidation of LP II, a US dollar-based partnership formed in July 2020. Majority of this translation difference arises due to the fluctuation in USD to CAD exchange rates from the date of LP II and Preferred Return LP III capital initial closings in 2020 and 2022. The average exchange rate based on dates of LP II closings was 1.34 compared to a quarter end close rate of 1.25. The average exchange rate based on dates of Preferred Return LP III closings was 1.27 compared to a quarter end close rate of 1.25.

A significant portion of the foreign exchange gains/losses and all of the translation adjustments are unrealized, meaning that increases in the value of the US dollar may result in a reversal of these losses in future periods.

Attribution of FX Gains/(Losses) For the three months ended March 31, 2021	**Common Shareholders**	**Non-Controlling Interests**	**Total**
Forward contract gain/(loss)	30,716	-	30,716
Foreign exchange gain/(loss)	37,664	(19,262)	18,402
Foreign exchange gain/(loss) in Net Income	**68,380**	**(19,262)**	**49,118**
Foreign currency translation adjustment	(23,018)	(390,140)	(413,158)
Foreign exchange gain/(loss) in Comprehensive Income	**45,362**	**(409,402)**	**(364,040)**

ATTRIBUTION OF NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

Transactions among LP I, LP II, LP III and the Company, including management and administration fees and performance fees earned, are fully eliminated on consolidation. The income statement shows an attribution of income (loss) between shareholders of the Company and the non-controlling interest (in this case, TIMIA's Limited Partners in both LP I, LP II and LP III). The following chart shows the progression of the attribution of income (loss) between the shareholders of the Company and the non-controlling interest over the last eight quarters:



Net Income (Loss) attributable to common shareholders improves in tandem with both increases in the size of the Company's investment portfolio and continued satisfactory rates of return, as well as the acquisition of Pivot which resulted in increased profits attributable to shareholders. As the Company has maintained its loan performance, it has attracted new limited partner investors, thereby increasing its investment portfolio and improving common shareholder Net Income (Loss). In addition to holding investments through Limited Partnerships, the Company holds investments directly as well. Interest income and any gains or losses that relate to these investments are attributed directly to common shareholders.

While Net Income (Loss) attributable to common shareholders includes foreign exchange gain/loss, a significant portion is unrealized and driven by US dollar loans receivable. Foreign exchange gains/loss will continue to fluctuate until the investments are exited. Management is specifically focused on Operating Income attributable to common shareholders as a key performance measurement. The following chart illustrates Operating Income attributable to common shareholders before foreign exchange gains/losses and forward contract gains over the last eight periods:

The Net Income (Loss) and Comprehensive Income (Loss) for the three months ended March 31, 2022 and three months ended February 28, 2021 was attributed as follows**:**

Non-controlling Interests

- Net income attributable to non-controlling interests of $754,831 represents income from investments held by the Limited Partnerships (LP I and LP II) for the three months ended, less allowable costs as defined under the Limited Partnership Agreement, including fees to the manager and expected credit losses.
- Comprehensive income attributable to non-controlling interests of $364,691 for the three months ended includes foreign currency translation adjustments arising from the consolidation of LP II and LP III, a US denominated fund with a functional currency of US dollars.

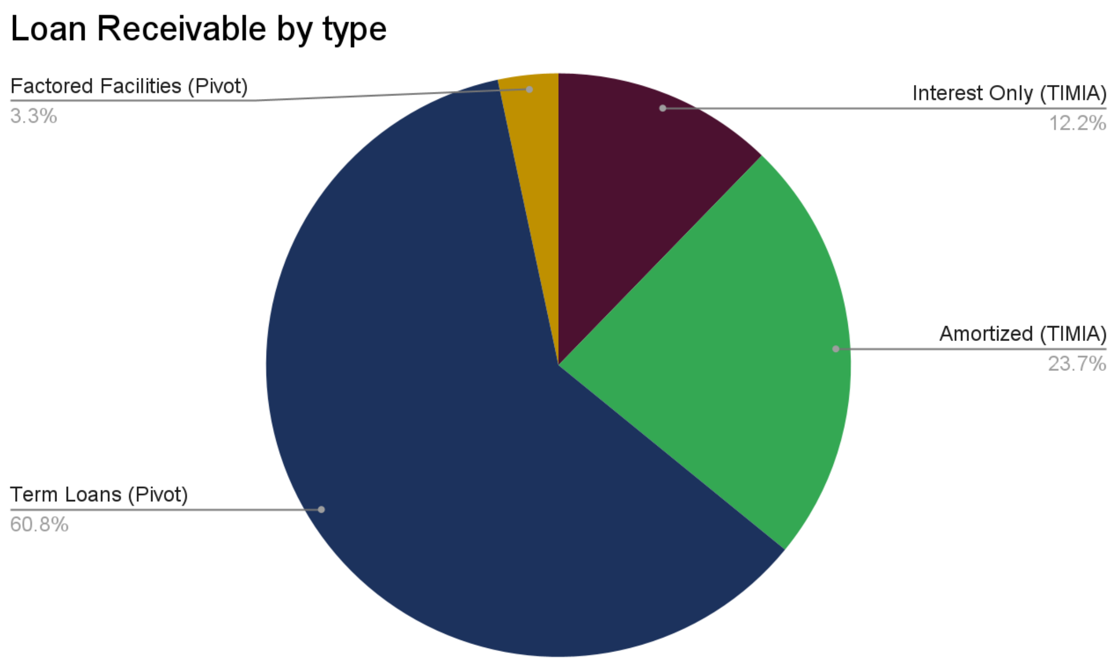
Shareholders of the Company

- Net income attributable to shareholders of the Company of $93,491 and comprehensive income of $70,473 for the three months ended was allocated to the common share equity holders representing income (loss) from investments held by the Company, all transaction fee income, fees and carry earned from the Limited Partnerships and all expenses not incurred by the Limited Partnership as well as the Company's proportionate interest in LP I, LP II and LP III.

When the LP's cumulative returns indicate that carried interest is earned by the Company, the LP's recognize an allocation of capital to the Company.

REVIEW OF FINANCIAL POSITION

Total assets increased by 0.6% to $125,856,017 at March 31, 2022 compared to $125,076,696 at December 31, 2021. Gross loans receivable before ECL are broken down as follows at March 31, 2022:



The following chart illustrates movement in the loan receivable balance from December 31, 2021 to March 31, 2022:

	March 31, 2022
Opening balance	106,916,931
Advances on loans receivable	41,244,674
Net: interest revenue and principal payments	(29,960,341)
Settlement of investments	(3,998,839)
Foreign exchange	(629,567)
Closing balance	**113,572,857**

TIMIA'S INVESTMENT STRATEGY

TIMIA's loan portfolio has 31 unique deals with current disbursements extended under those facilities totaling $42,637,886. With the recent downturn of the public market for technology stocks and the retrenching of venture capital findings, TIMIA is seeing higher quality credits at more attractive pricing.

The Company continues to evaluate new investment opportunities and has capital ready to deploy to new and follow-on investments. Management evaluates these investments in terms of their current revenue, future expected revenue growth, gross margins, earnings, cash flow, market position, and management quality. Furthermore, every month TIMIA monitors each investment in its portfolio in terms of its growth against plan and financial performance on various key financial metrics. Management continues to evaluate the significant liquidity in the marketplace and its impact on credit quality and yields.

PIVOT'S INVESTMENT STRATEGY

Pivot's term loan portfolio has 20 unique deals with loans receivable of $70,934,974, including factoring facilities, the most significant investment being a loan due from a related party in the amount of $47,379,219. This loan to a related party is security to the secured loans payable for $47,000,000 as of March 31, 2022. The loan payable is designated as FVTPL to ensure measurement consistency with the credit risk associated with the related loan receivable that is security to the loan.

SUMMARY OF QUARTERLY RESULTS

	Q1 2022	Q4 2021 (4M)	Q3 2021	Q2 2021	Q1 2021	Q4-2020	Q3-2020	Q2-2020 (note 1)	Q1-2020
Revenue	4,227,934	5,095,456	1,407,679	1,837,674	1,270,815	1,756,853	1,899,780	891,186	1,540,197
Net income	848,322	1,410,056	307,161	602,034	124,559	645,182	333,243	478,611	444,144
Net income and Comprehensive income (loss)	435,164	1,545,938	1,218,910	(407,229)	(345,096)	506,440	(73,584)	478,611	444,144
Net income (loss) attributable to shareholders of the Company	93,491	60,906	(249,774)	(255,576)	(315,426)	(155,953)	(23,580)	(269,127)	(137,684)
Adjusted Net Income (loss)* attributable to shareholders	325,830	343,141	(102,769)	(209,157)	(270,687)	(112,870)	19,243	(221,588)	(87,911)
Net income attributable to non-controlling interests	754,831	1,347,041	556,935	857,610	439,985	801,135	356,823	747,738	581,828
Basic and diluted loss per share	(0.01)	0.00	(0.01)	(0.01)	(0.01)	(0.01)	-	(0.01)	-
Adjusted Net Income (Loss) per share*	(0.00)	0.01	(0.00)	(0.00)	(0.01)	(0.00)	0.00	(0.01)	(0.00)
Total assets	125,856,017	125,079,969	46,087,453	39,463,518	38,950,912	41,923,767	37,015,223	31,894,045	29,995,311
Total liabilities	110,508,655	111,952,707	6,939,295	6,669,109	5,579,992	7,569,075	12,705,377	14,744,095	12,996,351

*see Non-GAAP measures section

Note 1: During the three months ended May 31, 2020, income of $143,000 was re-allocated to Net Income (Loss) attributable non-controlling interest from Net Income (Loss) Attributable Shareholders. This adjustment reflects the cumulative effect of a misallocation of income during the consolidation process during prior periods. As the misallocation is not material to any previous period reported, this has been adjusted in the prior period. The chart below reflects the adjusted allocations for the prior periods had this adjustment had been made:

					Q4-2020	Q3-2020	Q2-2020	Q1-2020
Net income (loss) and comprehensive income attributable to shareholders of the Company Adjusted					$ (155,953)	$ (53,618)	$ (126,127)	$ (196,684)
Non-controlling interests Adjusted					$ 801,135	$ (19,966)	$ 604,738	$ 640,828

LIQUIDITY AND SOLVENCY

As at March 31, 2022, the Company's cash balance was $3,768,230 and working capital was $300,794, compared with $9,314,526 and $1,840,078 respectively, as of December 31, 2021. During the three month period, the Company secured a demand revolving line of credit grid promissory note from a lender. The amount that is available to be drawn under the facility is $6,300,000 ($5,000,000 USD) and due on demand of the lender. The initial principal drawn on the facility is $1,890,000 ($1,500,000 USD) and will bear an interest rate equal to the greater of 10.25% or prime +6.3%. A utilization fee of 2.45% is owing on the unutilized portion of the loan commitment. The Credit Facility contains general covenants and financial reporting requirements to be reported by the Company on a monthly basis. The secured loans payable is a revolving credit facility from a senior lender and has a combined authorized limit of $50,000,000. The security on the secured loan payable to the lender is a general security agreement and directly related to a specific loan receivable. The loan is designated as FVTPL to ensure measurement consistency with the credit risk associated with the related loan receivable that is security to the loan.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related party transactions are all in the normal course of business with individuals (as well as their family members or entities they control) who are related to the Company either as key management personnel or a member of the board of directors. Any such transactions are in the normal course of operations and are measured at market based on exchange amounts.

The Company has loaned funds (loans receivable) on a secured basis to companies whereby an officer of the Company is also a significant shareholder and/or director. Of the total Loans Receivable of $118,472,858, $54,457,744 was receivable from a related party.

The Financial Statements include related party note disclosure detailing the nature of transactions, the following chart is a summary:

	2022	2021	Relationship
Interest expense paid	30,160	30,160	Directors, officers and corporations controlled by/family members of directors/officers
Accounts payable	47,118	586	Director/Officers
Rent expense paid	12,940	18,647	Corporation controlled by family member of management
Investment in Limited Partnerships	5,002,793	4,824,909	Directors, officers and corporations controlled by/family members of directors/officers
Loans receivable from related parties	54,457,744	48,398,641	Company officer has an ownership interest in investee of the Company
Fees recognized from related parties	110,425	117,178	Company officer has an ownership interest in investee of the Company

OUTLOOK

The Company has had significant growth in loans disbursed, both organically and through acquisition over the last year. To support growth, the Company anticipates further utilization of debt facilities as well as growth through its launch of TIMIA LP III.

The Company develops, raises and manages funds focused private credit strategies that generate attractive risk-adjusted returns with loan structures that limit credit losses. The Company intends to continue funding investment opportunities through special purpose vehicles, such as Limited Partnerships, that are funded by institutional and accredited investors. The Company identifies opportunities with healthy financial outlooks and proven records of growth. The Company invests heavily in its origination platform to source and evaluate potential additional to the portfolio. This scalable technology-forward approach allows for growth in the portfolio in a cost efficient manner, an approach management believes is unmatched by its current competitors.

Over the quarter, there has been a sizable correction in stock markets and a general tightening of credit availability. TIMIA and Pivot continue to monitor the performance metrics of their portfolio investments. To date no significant trickle down effects have been identified. However, the Company is actively helping investees manage their capital needs.

SUBSEQUENT EVENTS

On May 5, 2022, the Company announced that it has entered into a non-binding letter of intent to acquire Brightpath Capital Corp. and Brightpath Residential LP I (collectively, "Brightpath"), subject to shareholder approval. Brightpath is one of Canada's leading private providers of residential mortgages focused on Ontario and British Columbia. The purchase price is approximately $30,500,000 and is comprised of a combination of 31,250,000 common shares with a deemed value of $0.40 per share and 18,000,000 series A preferred shares with a deemed value of $1.00 per share. One of the shareholders of Brightpath is on the Board of Directors of the Company. Further details may be found in the Information Circular for the Company's June 7, 2022 Annual and Special General Meeting which has been filed on SEDAR

On May 12, 2022, the Company announced that it has agreed to acquire approximately 77% of a Canadian-based leading provider of specialty finance lending company, for a purchase price of approximately $9,240,000. The total common share valuation of the specialty finance company is $12,000,000.

On May 26, 2022, the Company's board of directors declared a quarterly cash dividend of $0.02 per Series A Preferred Shares, payable on June 30, 2022, to Series A preferred shareholders of record as of June 23 , 2022.

FINANCIAL INSTRUMENTS AND RISK

Financial instruments

The following table summarizes information regarding the carrying values and classification of the Company's financial instruments as of the periods ended March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Cash & restricted cash - FVTPL	3,768,230	$ 9,758,032
Accounts receivable - Amortized cost	1,005,552	687,596
Loans receivable - Amortized cost	112,972,797	106,117,801
Equity investments - FVTPL	1,333,618	1,333,618
Forward contract receivable - FVTPL	0	290,500
Accounts payable - Amortized cost	2,083,479	5,674,751
Loans payable (Note 13) - Amortized cost	28,330,781	26,810,891
Loans payable (Note 13) - FVTPL	47,000,000	41,000,000
Revolving credit facilities - Amortized cost	0	4,485,129
Debentures & co-investment obligations - Amortized cost	27,740	1,468,518
Non-controlling interests - Amortized cost	31,767,927	30,513,576

The estimated fair values of cash and accounts payable approximate their respective carrying values due to their nature and short terms to maturity. Equity investments and forward contract receivable are carried at their fair value. Loans receivable, accounts receivable, co-investment obligations, revolving credit facility, and debentures are carried at amortized cost. Loans payable are split between amortized cost and FVTPL.

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
(b) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
(a) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The following table presents the Company's financial instruments, measured at fair value on the consolidated statements of financial position and categorized into levels of the fair value hierarchy:

	Balance at March 31, 2021	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash	3,768,230	3,768,230	-	-
Equity investments	1,333,618	-	-	1,333,618

There were no transfers from Level 1 to 2 or Level 2 to 1 during the period.

The investment operations of the Company's business involve the purchase and sale of securities, and accordingly, a portion of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, a discussion of which is provided below.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is dependent on obtaining regular financings in order to continue as a going concern. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consists of cash deposited in business accounts held by high credit quality financial institutions.

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 5 years
	$	$	$	$	$
Accounts payable	2,083,479	2,083,479	2,083,479	-	-
Loans payable	75,330,781	75,330,781	75,330,781	-	-
Non-controlling interests	31,767,927	31,767,927	5,530,233	16,841,111	9,415,664
Debentures & co-investment obligations	27,740	27,740	27,740	-	-
Total	109,209,927	109,209,927	82,972,233	16,841,111	9,415,664

Cash flows relating to non-controlling interests are based on expected cash flows. The Company is obligated to return the net assets attributable to limited partners at the end of each partnership agreement. Timing in the above table is based on estimated cash flows and expected maturities of the investments held.

Foreign exchange risk

The Company's foreign exchange risk is due to the Company's loan investments totaling US$27,369,575 which are currently valued at $34,201,021.

The Company also consolidates two limited partnerships which operate with a functional currency of US dollars. Changes in US and Canadian dollar exchange rates will give rise to foreign currency translation adjustments that may have a material impact on the other comprehensive income recognized by the Company. A 10% movement in the US dollar exchange rate would increase/decrease the accumulated other comprehensive translation adjustment on the consolidated statement of financial position by $609,436.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders. A 10% change in the interest rate would not result in a material impact on the Company's operations.

Market risk

Market risk is the risk that the fair value of, or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which could have a significant unfavourable effect on the Company's financial position.

The Company manages market risk by having a portfolio of investments not singularly exposed to any one issuer; however, its investment activities are currently concentrated primarily in the technology and energy sectors. The Company also manages its market risk by reviewing commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and loan receivables. The Company limits exposure to credit risk by maintaining its cash with financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash, restricted cash, accounts receivable, forward contract and loans receivable.

Credit risk measurement

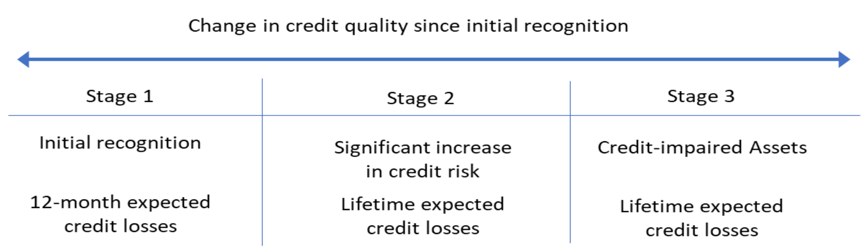
In monitoring credit risk, the Company performs ongoing credit evaluations of its investees' financial condition. The evaluation considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. In accordance with IFRS 9, the Company calculates an expected credit loss as outlined below.

Expected credit loss measurement

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarized below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.

The following diagram summarizes the impairment requirements under IFRS 9:



The Company assigns each loan in the portfolio to a credit quality stage of Stage 1, Stage 2 or Stage 3. This credit quality staging is then used to calculate the lifetime ECL. The lifetime ECL is the maximum loss in default adjusted for the probability of loss. At each reporting period, the ECL is calculated for each loan receivable. The Company periodically reviews the ECL model to determine if industry trends or macro-economic factors have changed, causing a need to adjust the ECL model. The expected credit loss recorded in the consolidated statement of net income (loss) is a recovery of $196,337 for the 3 months ended March 31, 2022 and the expected credit loss accrued on the consolidated statement of financial position is $600,061 as at March 31, 2022.

Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a SICR when one or more of the following quantitative or qualitative criteria have been met:

- The investment is more than 30 days but less than 90 days in arrears on its contractual payment obligations;

- The Company's management believes the cash resources available to the investment may not be sufficient to meet ongoing needs; or
- The investment has significantly underperformed with respect to revenue growth and expense control.

A loan is considered to be in stage 3 if:

- The borrower is 90 days past due on contractual payments;
- The borrower is in long-term forbearance;
- The borrower is insolvent; or
- The borrower is in material breach of financial covenants.

Expected credit loss model

The Company determines the lifetime expected credit loss to be the maximum loss in a default adjusted for the probability of loss. At each reporting period, the ECL is calculated for each loan receivable. The maximum default loss is a function of the relative exposure of the Company to a particular investment. The Company assesses this as a ratio of the enterprise value of the underlying entity to the amortized loan balance. Based on this ratio, the Company assigns the loan receivable to a maximum default loss band. Each band has a loss percentage based on historic experience.

The probability of default represents the likelihood that the borrower defaults on its financial obligation. As such it is dependent on the stage of the investment at the measurement date. An investment in stage 3 is in default by definition so the likelihood of default is 100%. Stage 1 and stage 2 credits are assigned default probabilities based on historic experience and an assessment of forward looking macro-economic trends. If Company management determines that a segment of the portfolio is facing macro-economic trends that differ from other investments in the portfolio, the probability of default will be adjusted accordingly for that segment.

The Company reviews the stage of each loan receivable and recalculates the ECL every reporting period. Changes to the ECL are recognized on the consolidated statement of income (loss) in the period of the change.

Credit risk exposure

The Company's credit risk exposure by ECL staging is included in a table in Note 3 Loans receivable.

MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to: a) identify and to invest in investments with strong cash-flow and long-term growth potential; b) to maintain financial strength, to protect its ability to meet its ongoing liabilities and to continue as a going concern and maintain creditworthiness; c) maximize returns for shareholders over the long-term. If the Company does not receive sufficient cash flows from its activities, it may have to undertake a private placement to cover its cash outflows.

The Company is subject to certain restrictions on its assets as described in Notes 9, 10, 12 and 13. The Company's share capital is not subject to external restrictions. The capital of the Company comprises shareholders' equity, Limited Partnership capital, note payable, revolving credit facility, debentures and co-investment obligations.

The Company manages and adjusts the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In compliance with the requirements of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Certifying Officers have reviewed and certified the Financial Statements for the three month period ended March 31, 2022 and the three month period ended February 28, 2021, together with other financial information included in the Company's interim securities filings. The Certifying Officers have also certified that disclosure controls and procedures have been designed to provide reasonable assurance that material information relating to the Company is made known within the Company and that they operated effectively during the year.

OUTSTANDING SHARE DATA

As of March 31, 2022, the Company had 59,582,007 common shares outstanding, 10,485,994 preferred shares outstanding, 5,180,000 stock options, 2,815,019 share purchase warrants outstanding. As of the date of this MD&A, the Company had 59,582,007 common shares outstanding, 10,485,994 preferred shares outstanding, 5,180,000 stock options, 2,964,293 share purchase warrants outstanding.

ON BEHALF OF THE BOARD:

"Michael Walkinshaw"
Chief Executive Officer
TIMIA CAPITAL CORP.