Mongolia Growth Group Ltd., Q4 2024 MD&A

Year ending December 31, 2024

MONGOLIA GROWTH GROUP LTD

TO THE SHAREHOLDERS OF MGG,

The year 2024 was quite uneventful. KEDM has reached a stabilized level of revenue and continues to see net attrition to the revenue rate as churn exceeds new customer growth. Meanwhile, our marketable securities showed a net loss for the year, mainly driven by a decrease in value in a number of core securities.

We segregate our business lines into three categories: Investment Properties (discontinued), Subscription Business Products, and Corporate Division (which includes our investment portfolio).

Subsequent to the complete disposal of our Mongolian operations, we have four core assets remaining at MGG:

- A Subscription Products Business
- An office property in Rincon, Puerto Rico
- Cash, and net marketable securities
- Canadian Tax assets related to the disposal of our Mongolian subsidiaries

I have on many occasions noted that there are tax and regulatory reasons why we cannot be a publicly traded business where the primary assets are marketable securities. Therefore, we MUST purchase over 25% of an operating business in the very near future. Unfortunately, we have not been able to identify any attractive opportunities, and believe it is unlikely that we will be able to identify a sufficiently attractive opportunity, unless there is a pullback in global asset values. If we cannot find a suitable acquisition in the near future, we will likely choose to liquidate this Company, so as not to burden shareholders with the costs of a public company.

In the meantime, we hope that future gains from our existing marketable securities portfolio can utilize our tax assets, maximizing the after-tax return to shareholders.

Subscription Business Products:

KEDM, our subscription business, which tracks various Event-Driven strategies, continued to produce income for our company. During the year, we recognized $2,603,175 (2023-$3,213,395) of revenue while taking in $2,427,352 (2023-$2,792,680) of gross subscription receipts, representing a 13% decline in subscription receipts when compared to the previous year. As noted previously, we believe that KEDM has reached a more mature state, and that churn will likely remain above our ability to add new subscribers. We've tried a variety of methods to grow the subscriber base, but have been unsuccessful in offsetting churn. That said, we believe that there is a core base of subscribers that will likely continue to renew their subscriptions as they value the data that we provide. As KEDM shrinks into this core base, we believe that overall churn will stabilize at a lower level that is mostly offset by new subscriber additions, and we expect that KEDM will remain a profitable business for us.

As a reminder, as of January 1st of 2023, my Registered Investment Advisor, Praetorian PR LLC, is now contracting with MGG to produce KEDM. To learn more about KEDM, go to www.KEDM.COM.

Corporate Division:

Our public securities portfolio produced a $12,199,797 unrealized loss and a $5,732,592 realized gain during the year. This unrealized loss was primarily the result of prior year unrealized gains reversing, as opposed to losses on new investments. Additionally, some prior year unrealized gains were realized during the year, though at lower prices than at year-end 2023, particularly in uranium, where we have now crystallized a sizable gain on the majority of our position during the fourth quarter of 2024 and the first quarter of 2025.

At year-end, our portfolio was concentrated in investments in offshore energy services companies, uranium equities, and a Florida landowner. We view these investments as highly liquid, inflation-protected, alternatives to holding cash, and we intend to liquidate various investments should we find additional businesses to launch or acquire stakes in.

Conclusion

Our public equity investments have allowed us to build up our capital resources, and we are in a sound financial position as we plot the next step of this adventure. Gen and I very much want to continue this adventure. We have big plans and even bigger ambitions for this company, as noted by our continued and aggressive insider purchases over the years. Unfortunately, we need to purchase at least 25% of a company, in order to move forward, and given recent global asset valuation increases, we worry that we will not find any suitable candidates. Frustratingly, publicly traded businesses remain a good deal more attractively valued than private businesses, for the first time in my investing career. At the same time, it seems silly to force shareholders to suffer the overhead costs of a public company, if our capital is mostly invested in public securities. As a result, if we cannot find a company to acquire 25% or more of in the near future, we plan to return capital to shareholders.

During the year, the company repurchased 1,175,600 shares under its Normal Course Issuer Bid. At year-end, our share count was 25,700,099, or 27% fewer than during our peak share count in 2016. To date, the company has repurchased a total of 9,948,200 shares.

Sincerely,

Harris Kupperman
CEO

MONGOLIA GROWTH GROUP LTD.

Management Discussion & Analysis
December 31, 2024

The management of Mongolia Growth Group Ltd. ("MGG" or "the Corporation") presents the Corporation's management discussion and analysis for the year ended December 31, 2024 (the "MD&A"), compared with the year ended December 31, 2023. As of January 1, 2011, the Corporation adopted International Financial Reporting Standards ("IFRS"). This MD&A provides an overall discussion, followed by analyses of the performance of the Corporation's major reportable segments. The reporting and presentation currency in the consolidated financial statements and in this discussion and analysis is the Canadian dollar, unless otherwise noted.

This MD&A is dated April 1, 2025, and incorporates all relevant information and considerations to that date.

The following discussion and analysis should be read in conjunction with the audited consolidated financial statements of the Corporation for the year ended December 31, 2024, and December 31, 2023, together with all of the notes, risk factors, and information contained therein, available on SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A contains forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by words such as "anticipate", "continue", "estimate", "expect", "forecast", "may", "will", "project", "should", "believe", or similar expressions. These statements represent management's best projections but undue reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the "Risks and Uncertainties" as discussed herein. Actual performance and financial results will differ from any projections of future performance or results expressed or implied by such forward looking statements and the difference may be material.

Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted. From time to time, the Corporation's management may make estimates and have opinions that form the basis for the forward-looking statements. The Corporation assumes no obligation to update such statements if circumstances, management's estimates, or opinions change.

Forward looking statements are included within the Outlook, and Executive Strategy sections of this MD&A.

Section 1 – Overview

Financial and Operational Overview

The fourth quarter saw a small decline in subscription revenue. Additionally, the Corporation recognized realized and unrealized gains from its investment portfolio.

The Corporation has three core focuses of operation: Investment Properties (*discontinued*), Subscription Products, and Corporate.

For several years now, Management has been of the opinion that its Mongolian property operations were not at a sufficient scale to be cash flow positive. As such, the Corporation has made the difficult decision to dispose of its Mongolian operations in 2023, classified as discontinued operations for comparative purposes. The Company has been looking at various investment opportunities outside of Mongolia, in order to diversify its business and has adopted a Merchant Bank model. Since 2017, the Corporation has spent substantial time evaluating a number of businesses for acquisition but has not decided to move forward on any acquisition. However, the Corporation has incubated and launched a Subscription Products business, which began to produce revenue during the third quarter of 2021.

During the year, the Corporation recognized revenue of $2,603,175 (2023- $3,213,395) from its subscription data products business named KEDM. The Corporation continues to see significant subscriber churn and an overall slowdown in new subscriptions to KEDM as a result of equity market weakness and reduced research budgets amongst investors. The corporation believes that this rate of churn may continue if equity markets remain difficult for investors.

While the Corporation seeks out a business to build or acquire, the Corporation has invested its excess capital in publicly traded securities. During the year, the Corporation's investment portfolio experienced $5,732,592 of realized gains and $12,199,797 of unrealized losses. As of the end of December, the Corporation has in excess of $40.1 million of cash and net marketable securities with negligible debt (when excluding margin borrowings). The Corporation sees its public securities holdings as a source of capital to fund a future acquisition along with the working capital needs of the business. The Corporation may also be forced to take on additional borrowings or issue equity to finance a future acquisition.

Subscription Products

The Corporation has built a financial data product known as KEDM, which helps investors monitor various Event-Driven opportunities. The Corporation initiated a paywall on July 1, 2021, in order to monetize this service. During the year, the Corporation recognized $2,603,175 of subscription revenue. At the end of the year, the Corporation has $950,615 of unearned revenue (2023 - $1,126,439) related to subscription fees that have been collected and not earned. As of December 31, 2024, the Corporation had received $10,885,657 of total billings before fees since the initiation of the paywall.

The Corporation intends to invest to improve the scope and quality of the data. Should KEDM continue to perform acceptably, the Corporation may look to launch or acquire additional subscription products. Furthermore, the Corporation is reviewing additional services that it can add to the core KEDM platform in order to increase revenues. For more information on KEDM, go to http://www.KEDM.COM.

Investments

The Corporation has invested a portion of its excess capital in marketable securities. As of December 31, 2024, the Corporation held positions in multiple different publicly traded companies with the values of marketable securities owned of $32,205,889, securities sold short of $nil, and $5,341,296 due to broker.

During the year, the Corporation recognized realized gains of $5,732,592 (2023- gain of $518,828) from sales of public securities and experienced unrealized losses of $12,199,797 (2023 – gain of $4,050,104).

At the end of the year, the portfolio's holdings, with a weighting in excess of 5% of the brokerage account's equity were:

Top Holdings (Long and Short)		
Holdings	Shares	%
Valaris PLC (VAL – USA)	135,000	21.7%
St Joe Company (JOE – USA)	70,906	11.6%
A-Mark Precious Metals, Inc. (AMRK – USA)	115,000	11.5%
Yellowcake PLC (YCA – London)	415,000	9.4%
Sprott Uranium Trust (U-U – Canada)	100,000	6.3%
Tidewater Inc (TDW – USA)	30,000	6.0%
Other	-	15.0%

The Corporation's public securities as of December 31, 2024, are broken out in the following sectors:

Long Portfolio	
Industry Sector	%
Energy Services	29.4%
Uranium	15.7%
Land	11.6%
Capital Markets	11.5%
Media and Communications	5.0%
Other long equities	7.7%
Crude Oil Futures Calls	0.4%
Calls	0.1%

The Corporation believes that public securities are a liquid alternative to holding cash while seeking out additional businesses to launch or acquire. The Corporation intends to sell its holdings to fund such future businesses. Management of the Corporation would like to strongly caution investors that there are tax and regulatory reasons that this portfolio should not be thought of as the future of the Corporation. The Corporation cautions investors that the public securities portfolio is likely to be more volatile than the overall market or a money market account. Additionally, investing in public securities entails substantial risks, far beyond the risks of investing excess cash into a bank account. The Corporation does not expect the recent returns to be repeatable, sustainable, or indicative of future returns from the public securities portfolio.

During the first quarter of 2022, the Corporation purchased various Russian securities. As at March 31, 2022, the Company marked all of these securities to zero as sanctions prohibit the sale of Russian securities and the Company may never recover any value from these securities. The Corporation continues to hold these securities but has valued them at zero.

As of December 31, 2024, the public securities portfolio had a net equity value of approximately $39,500,000 when compared to a net equity value of approximately $47,000,000 at December 31, 2023. During the year, the Corporation withdrew $1,150,000 from the portfolio to fund working capital needs and the Corporation's NCIB. As of March 31, 2025, the public securities portfolio had a net equity value of approximately $38,900,000 after withdrawing $650,000 to fund its NCIB.

Due from and due to brokers

The Company has margin facilities with its prime brokers. As at December 31, 2024, and 2023, the Company's amounts due to brokers have no specific repayment terms, and they are governed by the margin terms set forth in the prime brokerage agreements. As at December 31, 2024, the Company had net margin borrowings of $5,341,296 (2023 – $5,536,537). The fair value of the collateral-listed equity securities is calculated daily and compared to the Company's margin limits. The prime brokers can at any time demand full or partial repayment of the margin balances and any interest thereon or demand the delivery of additional assets as collateral.

			2024
	Gross amounts due from brokers $	Gross amounts due to brokers $	Net amounts $
Due from brokers	17,264	(14,018)	3,246
Due to brokers	-	(5,341,296)	(5,341,296)

			2023
	Gross amounts due from brokers $	Gross amounts due to brokers $	Net amounts $
Due from brokers	22,172	(22,021)	151
Due to brokers	-	(5,536,537)	(5,536,537)

Digital Assets

In 2022, the Corporation opened a digital currency account at Kraken Custody and purchased Monero (XMR) cryptocurrency. The Corporation sold the remainder of its Monero coins (1,360 Monero coins), during the second quarter of 2024 for proceeds of $250,304 resulting in a gain of $23,736 during the quarter. During the year, the Corporation sold 2,020 Monero coins for total proceeds of $381,771, resulting in a loss of $72,254 offset by a $15,153 currency gain during the period. The Corporation does not currently own any cryptocurrency assets.

Section 2 - Results of Operations

Selected Annual Financial Information (CAD)

	Year ended 31-December-2024 ($)	Year ended 31-December-2023 ($)	Year ended 31-December-2022 ($)
Revenue and other income	2,703,170	3,317,294	3,174,031
Income			
Net income (loss) from continued operations attributable to equity holders of the Corporation	(7,391,116)	4,811,183	7,440,371
Net income (loss) from discontinued operations attributable to equity holders of the Corporation	-	(17,991,032)	498,051
Total Comprehensive income/ (loss) attributable to equity holders of the Corporation	(7,065,667)	3,810,636	6,403,237
Basic earnings per share ("EPS") (in CAD)			
Net income/ (loss)	(0.28)	(0.48)	0.29
Net income (loss) from discontinued operations	-	(0.66)	0.02
Net income (loss from continuing operations	(0.28)	0.18	0.27
Diluted EPS (in CAD)			
Net Income/ (loss)	(0.28)	(0.48)	0.29
Balance Sheet			
Total assets	47,330,792	58,195,061	64,557,624
Total liabilities	6,962,598	9,034,941	18,434,092
Total equity	40,368,194	49,160,120	46,123,532
Shares outstanding at year end	25,771,999	26,980,699	27,710,499
Book value per share	1.57	1.82	1.66

*Excludes operations of Investment Properties previously included in Continuing Operations.

Continuing Operations

Continuing Operations Rental Revenue

During the year, the Company's continuing operations earned rental revenues of $99,995 (2023 - $103,899) as the Company leased out a portion of its headquarters in Puerto Rico.

Continuing Operations Revenue from Subscriptions

Revenue from subscriptions consists of fees earned through our data analytics subscriptions. For the year ending December 31, 2024, revenues from subscriptions were $2,603,175 compared to $3,213,395 in 2023.

Continuing Operations Unearned Revenue

Subscription revenue collected that has not been earned has been classified as unearned revenue and will be classified according to the Company's revenue policies described in note 3 of the 2024 consolidated financial statements.

As of December 31, 2024, the Company has unearned revenue of $950,615 (December 31, 2023 - $1,126,439).

Prior to January 1, 2023, MGG had engaged an arm's length company to compile and produce the KEDM report on an ongoing basis, while MGG acted as the distributor and marketer of the product. As a part of this engagement, MGG had agreed to pay certain direct and approved expenses related to producing KEDM in addition to 20% of quarterly earned revenues above a threshold.

Beginning on January 1, 2023, MGG has engaged Praetorian PR LLC (PPR), a Puerto Rican company owned by MGG's Chairman and CEO to produce KEDM. Under the terms of the agreement, MGG pays PPR a monthly fee of USD $50,000 along with 20% of any quarterly revenue in excess of USD $125,000. This transaction was necessitated by the need to consolidate all financial-related business activities conducted by the Corporation's Chairman and CEO under the review of his Chief Compliance Officer, following PPR's registration as a Registered Investment Advisor with the US Securities and Exchange Commission (SEC). MGG believes that the compensation paid to PPR will result in a negligible profit to PPR based upon a review of anticipated expenses going forward. Both parties reserve the right to adjust the terms of the agreement following a short notice period. For more information about KEDM, go to www.KEDM.com.

Expenses related to the unearned revenue have generally not yet been incurred and are not reflected in the Company's financial statements. MGG owns all intellectual property related to KEDM and PPR disclaims any ownership or rights to the intellectual property.

Unrealized public securities investment gain/loss

During the year, the Corporation had an unrealized public securities investment loss of $12,199,797 compared to an unrealized public securities investment gain of $4,050,104 in 2023. The unrealized loss in public securities was primarily driven by losses in its Uranium and offshore drilling positions during the period.

Realized public securities investment gain/loss

During the year, the Corporation had realized investment gains of $5,732,592 compared to a realized investment gain of $518,828 in 2023.

Realized foreign currency gain/loss

During the year, the continuing operations of the Corporation had a realized foreign currency loss of $16,864 compared to a realized foreign currency loss of $17,683 in 2023.

CEBA loan forgiveness gain

During the year, the Corporation realized a $20,000 loan forgiveness gain from its CEBA loan.

Share Repurchase

During 2024, the Corporation repurchased 1,175,600 common shares under its Normal Course Issuer Bid (NCIB) at an average price of $1.47 (2023-600,200, $1.29 average). As at December 31, 2024, the Corporation held 71,900 shares in Treasury to be cancelled during the first quarter of 2025 (2023- 105,000).

Corporate and Subscription Salary Expenses

Corporate and subscription salary expenses include senior management and employee salaries.

For the year ending December 31, 2024, general and administrative expenses have decreased from $697,635 in 2023 to $577,767 in 2024. This decrease was primarily driven by a reduction in employee count during the year.

Corporate and Subscription Other Expenses

Corporate and subscription other expenses, include listing fees, professional fees, technology, travel, investment research expenses, KEDM.COM development costs, and administrative costs.

For the year ending December 31, 2024, general and administrative expenses have increased from $1,483,107 in 2023 to $1,656,698 in 2024 for the Corporation's Corporate division primarily due an increase in consulting fees. The general and administrative expenses for the Subscription business decreased from $1,545,522 to $1,279,221. This decrease was primarily driven by a decrease in production expenses and revenue sharing at KEDM.

Unrealized and Realized Digital Assets Investment Gain/Loss

During the year, the Corporation had an unrealized digital assets investment loss of $nil and a currency gain of $15,153 (2023– $29,313 investment gain and a $9,026 currency loss). During the year we disposed of our digital assets and realized a loss of $72,254.

Net Income from Continuing Operations

For the year ended December 31, 2024, the Corporation had a net loss from continuing operations of $7,391,116 (Q4 2023 - $4,811,183 net income). Management cautions investors that the Corporation is primarily focused on increasing shareholder value on a per-share basis. This means that, operationally, Management is more concerned with long-term asset appreciation at the expense of short-term cash flow. Management expects this to be the case in the foreseeable future.

Section 3 - Financial Condition

Cash Flow

Mongolia Growth Group's primary sources of capital are cash generated from equity issuance, investing, financing, and asset sales. Management expects to meet all of the Corporation's obligations through current cash and cash equivalents along with cash flows from asset sales.

The following table provides an overview of the Corporation's cash flows from operating, financing, and investing activities for the year ended December 31, 2024 and 2023.

Cash Flow Continuing Operations

	31-December-2024 $	31-December-2023 $
Net change in cash related to:		
Operating	(2,828,485)	(2,893,966)
Investing	7,939,873	2,078,761
Financing	(1,726,259)	(814,048)
Net change in cash during the period excluding FX	**3,385,129**	**(1,629,253)**

Overall, the Corporation had cash inflows of $3,385,129 from continuing operations excluding FX during the year of 2024 primarily due to significant cash outflows from operating activities, offset by inflows from investing activities. The changes in components of cash flows for the period ended December 31, 2024, compared to the period ended December 31, 2023, were the result of the following factors:

- **Operating** – Operating cash outflows decreased slightly during Q4 2024 compared to cash outflows during Q4 2023 due to a decrease in expenses during the period.
- **Investing** – Investing cash inflows occurred primarily from a net sale of marketable securities.
- **Financing** – Financing cash outflows occurred as the Company repurchased 1,175,600 shares during the year while the Company repurchased 600,200 shares during 2023.

Cash Flow from Discontinuing Operations

	31-December-2024 $	31-December-2023 $
Net change in cash related to:		
Operating	-	(1,388,755)
Investing	-	10,599,135
Net change in cash during the period excluding FX	**-**	**9,210,380**

To date, the Corporation has been able to meet all of its capital and other cash requirements from its internal sources of cash. As at December 31, 2024, the Corporation had $13,286,090 (2023 - $9,735,224) in cash and cash equivalents. Management considers its marketable securities holdings to be fairly liquid and can be sold should the Corporation need to increase its cash position.

Total Assets

As of December 31, 2024, the Corporation had $45,553,800 (2023 - $56,682,081) in Current Assets of which $13,286,090 were held in cash and cash equivalents (2023 - $9,735,224) and $32,205,889 were held in marketable securities (Q4 2023 - $46,439,938), $nil were held in digital assets (Q4 2023-$438,872), and $58,575 were held in other assets (Q4 2023-$67,896). The decrease in marketable securities is due to unrealized losses and a decrease in leverage year over year. Investment Properties are classified as Non-Current Assets and are carried at Fair Market Value.

Property and Equipment, which primarily consists of properties that are measured at their cost base, increased from $1,512,980 as at December 31, 2023, to $1,776,992 as at December 31, 2024, as the Company added $203,018 in improvements during the year.

Total Liabilities

As of December 31, 2024, the Corporation had current liabilities of $6,789,598 (2023- $8,534,419) consisting primarily of marketable securities sold short of $nil (2023-$5,724), amounts due to broker of $5,341,296 (2023-$5,536,537), payables of $497,687 (2023-$415,386), unearned revenue of $950,615 (Q4 2023-$1,126,439) and income tax liability of $nil (Q4 2023-$1,430,333).

As of December 31, 2024, the Corporation had non-current liabilities consisting of deferred taxes of $173,000 on the balance sheet (Q4 2023-$500,522). The decrease in deferred taxes is a result of unrealized marketable securities losses.

Management considers all other current cash commitments to be immaterial and operational in nature.

Total Equity

During the year, the Company's equity value decreased to $40,368,194 as at December 31, 2024, from $49,160,120 at December 31, 2023.

The equity of the Corporation consists of one class of common shares.

Outstanding	31-December- 2024	31-December-2023
Common shares	25,771,999*	26,980,699*
Options to buy common shares	-	-

* As at December 31, 2024, the Corporation held 71,900 common shares in Treasury to be cancelled during the first quarter of 2025 (2023- 105,000).
* As at April 1, 2025, the Corporation had 25,584,399 shares outstanding, no shares held in treasury, and no options outstanding.

Acquisitions and Dispositions

During the year ended December 31, 2024, the Company did not acquire or dispose of any investment properties. During the year ended December 31, 2023, the Company directly sold three properties for net proceeds of $471,131, resulting in a net loss of $452,035, and sold four properties with a value of $9,095,765 via the sale of subsidiaries (note 5 – discontinued operations).

Related Party Transactions

Parties are generally considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party in making financial and operational decisions. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

Key management personnel of the Corporation include all directors, executive management, and persons related to directors and executive management. The summary of compensation for key management personnel is as follows:

Related Party Transactions	**2024** **$**	**2023** **$**
Salaries and other short-term benefits to officers	653,054	604,487
Salaries to other related parties	54,712	80,912
Director fees	60,000	60,000
KEDM production expense and revenue share paid to an entity controlled by the chairman*	1,187,790	1,298,072
Total	**1,955,556**	**2,043,471**

As at December 31, 2024, amounts due to related parties totaled approximately $357,561 (Q4 2023 - $240,061), comprised of fees owed to management and directors, were included in trade payables and accrued liabilities. Salaries to other related parties include the salary of an employee that is related to a director.

*Beginning on January 1, 2023, MGG engaged Praetorian PR LLC (PPR), a Puerto Rican company owned by MGG's Chairman and CEO to produce KEDM. Under the terms of the agreement, MGG pays PPR a monthly fee of USD $50,000 along with 20% of any quarterly revenue in excess of USD $125,000. This transaction was necessitated by the need to consolidate all financial-related business activities conducted by the Corporation's Chairman and CEO under the review of his Chief Compliance Officer, following PPR's registration as a Registered Investment Advisor with the US Securities and Exchange Commission (SEC). MGG believes that the compensation paid to PPR will result in a negligible profit to PPR based upon a review of anticipated expenses going forward. Both parties reserve the right to adjust the terms of the agreement following a short notice period. Additionally, PPR agrees to provide MGG with expense reports periodically to show the KEDM-related expenses that were incurred. For more information about KEDM, go to www.KEDM.com.

Off-Balance Sheet Items

As of December 31, 2024, the Corporation had no off-balance sheet items.

Events Subsequent to Year End

- Since January 1, 2025, the Company has repurchased 115,700 of its shares at an average price of $1.22/share and cancelled 187,600 shares.

- As disclosed in the Corporation’s March 31, 2025, press release, the Corporation announced that the TSX Venture Exchange (the “Exchange”) had accepted a Notice of Intention to renew its normal course issuer bid to purchase outstanding common shares of the Corporation on the open market in accordance with the policies of the TSX.

  Securities Sought

  Up to 1,700,000 common shares, representing up to approximately 9.92% of the 17,138,649 common shares constituting the Issuer’s current Public Float (as defined in the Policies of the Exchange).

  Duration

  The Issuer intends to commence purchasing its common shares under the Normal Course Issuer Bid three clear trading days following acceptance of the same by the TSX Venture Exchange (the “Exchange”). The Bid will commence on or about April 1, 2025, and the Bid will end no later than March 31, 2026.

  Method of Acquisition

  Purchases will be affected through the facilities of the Exchange. Purchase and payment for the common shares of the Issuer will be made by the Issuer in accordance with Exchange requirements.

  Member and Broker

  The Normal Course Issuer Bid will be conducted by Research Capital Corporation of 199 Bay Street, Suite 4500, Toronto ON M5L 1G2; Phone: (416) 860-7655.

Consideration Offered

Purchases of common shares under the Normal Course Issuer Bid will be conducted at applicable Market Prices in accordance with Exchange requirements. Completion of purchases under the bid will be subject to the Issuer having sufficient funds to acquire the common shares and continue to meet its working capital requirements throughout the course of the bid. The Issuer may in the normal course of its business operations, subject to market conditions, sell one or more of its investment properties to fund acquisitions throughout the course of the bid.

Reasons for the Normal Course Issuer Bid

The Issuer is undertaking the bid because, in the opinion of its board of directors, the market price of its common shares, from time to time, may not fully reflect the underlying value of its operations and future growth prospects. The Issuer believes that in such circumstances, the purchase of the common shares of the Issuer may represent an appropriate and desirable use of the Issuer's funds and further enhance market stability.

Persons Acting Jointly or in Concert with the Issuer

N/A

Previous Purchases

The Issuer has purchased 510,000 of its common shares at an average price of $1.37 within the past 12 months.

Acceptance by Insiders, Affiliates and Associates

To the knowledge of the Issuer, no director, senior officer or other Insider of the Issuer or any associate or affiliate of the Issuer or any insider of the Issuer currently intends to sell common shares under the Normal Course Issuer Bid. However, such sales by persons through the facilities of the Exchange may occur if the personal circumstances of such persons change or any such person makes a decision to sell shares as market circumstances may warrant. The benefits to any such person whose shares are purchased under the bid would be the same as the benefits available to all other holders of the Issuer's common shares whose shares are purchased under the bid.

Benefits from the Normal Course Issuer Bid

N/A

Material Changes in the Affairs of the Issuer Company

The Issuer currently has no plans or proposals for any Material Change in the affairs of the Issuer or to make any Material Changes in its business, corporate structure (debt or equity), management or personnel, or any other change which might reasonably be expected to have a significant effect on the price or value of the securities.

Section 5 - Quarterly Information

Quarterly Results

The following table is a summary of select quarterly information over the previous eight quarters:

	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Revenue	626,902	658,299	698,271	719,698	16,487	1,655,885	1,055,595	1,132,242
Net income (loss)	(6,782,901)	(761,153)	(2,613,900)	2,766,838	(19,790,455)	7,879,688	(8,158)	(1,260,924)
Income (loss) per common share	(0.25)	(0.03)	(0.10)	0.10	(0.72)	0.29	0.00	(0.05)
Total Assets	47,330,792	49,135,746	50,543,910	55,012,448	58,195,061	65,780,580	50,341,034	55,499,653
Weighted Average Shares (No.)	26,112,087	26,216,093	26,326,765	26,561,712	27,243,468	27,320,541	27,387,703	27,469,402
Ending Shares (No.)	25,771,999	25,939,299	26,094,399	26,094,399	26,980,699	27,065,199	27,307,799	27,307,799

* **The chart above reflects both the continuing and discontinued operations of the Corporation**

Section 6 – Critical Estimates

Critical Accounting Estimates

The preparation of financial statements following IFRS required Management to make assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The critical estimates made in the preparation of the consolidated financial statements include the following:

Deferred Tax Assets

Deferred tax assets are recognized to the extent that it is probable that deductible temporary differences will reverse in the foreseeable future and there will be sufficient future taxable profits against which the deductible temporary differences can be utilized. The Corporation reviews the carrying amount of deferred tax assets at the end of each reporting period which is reduced to the extent that it is no longer probable that deferred tax assets recognized will be recovered or increased to the extent that sufficient future taxable profit will be available to allow all or part of a previously unrecognized deferred tax asset to be recovered. Estimates of future taxable income are based on forecasted cash flows from operations, available tax planning opportunities, and expected timing of reversals of taxable temporary differences.

Valuation of Marketable Securities

The Company recognizes marketable securities at fair value. Fair value is determined on the basis of market prices from independent sources, if available. If there is no market price, then the fair value is determined by using valuation models with inputs derived from observable market data where possible but where observable data is not available, judgement is required to establish fair values.

Significant judgments made in the preparation of these consolidated financial statements include the following areas:

Judgement is required in determining whether an asset meets the criteria for classification as assets held for sale and or as discontinued operations in the consolidated financial statements. Criteria considered by management include the existence of and commitment to a plan to dispose of the assets, the expected selling price of the assets, the probability of the sale being completed within an expected timeframe of one year, and the period of time any amounts have been classified within assets held for sale. Management reviews the criteria for assets held for sale each quarter and reclassifies such assets to or from this financial position category as appropriate. On completion of the sale, Management exercises judgement as to whether the sale qualifies as a discontinued operation.

Section 7 – Risk Management

Credit Risk
The Corporation's exposure to credit risk is managed through risk management policies and procedures with an emphasis on the quality of the investment portfolio. For the year, most of the Corporation's credit risk consisted of institutional deposits. The majority of the funds invested are held in reputable Canadian and American.

Liquidity Risk
Under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of the Corporation's portfolio positions may be reduced. In addition, the Corporation may from time to time hold large positions with respect to a specific type of financial instrument, which may reduce the Corporation's liquidity. During such times, the Corporation may be unable to dispose of certain financial instruments, including longer-term financial instruments, which would adversely affect its ability to rebalance its portfolio. In addition, such circumstances may force the Corporation to dispose of financial instruments at reduced prices, thereby adversely affecting its performance. If there are other market participants seeking to dispose of similar financial instruments at the same time, the Corporation may be unable to sell such financial instruments or prevent losses relating to such financial instruments. Furthermore, if the Corporation incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, the Corporation's counterparties could incur losses of their own, thereby weakening their financial condition and increasing the Corporation's exposure to their credit risk.

The Corporation does not believe its current maturity profile lends itself to any material liquidity risk, taking into account the level of cash and cash equivalents, investments, and marketable securities as at December 31, 2024.

As at December 31, 2024, the Corporation had a working capital of $38,764,202 (2023- $48,147,662) comprised of cash and cash equivalents, marketable securities owned, due from broker, digital assets, other assets, net of trade and accrued liabilities, unearned revenue, due to broker, marketable securities sold short, CEBA loan and income taxes payable. Management considers the funds on hand to be sufficient to meet its ongoing obligations.

Market Risk
Market risk is the risk that the fair value of, or future cash flows from, the Corporation's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Corporation is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices.

Catastrophe risk
The Company obtained insurance on its Puerto Rican property with a value of $1,276,000 USD at December 31, 2024. As the property is located on the ocean, it is at risk of significant hurricane damage or other natural disasters which could result in a significant impairment to its value.

Economic Volatility and Uncertainty
Over the past few years, economic volatility and uncertainty around the world has contributed to dramatically restricted access to capital and reduced capital markets activity for more speculative businesses. Management believes that the Corporation has sufficient resources to carry on its business and remain a going concern.

Risks and Uncertainties
The Corporation, as part of its operations, carries financial instruments consisting of cash and cash equivalents, investments and marketable securities, accounts receivable, and trade payables, and accrued liabilities. It is Management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed in the notes to the Consolidated Financial Statements.

Further information related to Mongolia Growth Group Ltd. and the risks and uncertainties of MGG is filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be reviewed at www.sedar.com.

Financial Instruments

The Corporation's financial instruments consist of cash and cash equivalents, investments and marketable securities, accounts receivable, and trade and accrued payables. The Corporation is subject to interest risk as it earns interest income from its cash deposits. It is Management's opinion that the Corporation is not exposed to significant credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Changes in Investment Strategies

The Corporation may alter its investment strategies and restrictions without prior approval by shareholders to adapt to changing circumstances.

Possible Negative Impact of Regulation

The regulatory environment is evolving and changes to it may adversely affect the Corporation. To the extent that regulators adopt practices of regulatory oversight that create additional compliance, transaction, disclosure or other costs for the Corporation, returns of the Corporation may be negatively affected. In addition, the regulatory or tax environment for securities, derivatives, and related instruments is evolving and may be subject to modification by government or judicial action that may adversely affect the value of the investments held by the Corporation. The effect of any future regulatory or tax change on the Corporation is impossible to predict.

PFIC Risk

The Corporation has not undertaken an analysis to determine if it is a Passive Foreign Income Company (PFIC) under United States tax statutes, nor does it intend to. US shareholders are advised to consult with tax professionals to determine the risks and potential penalties that could be applicable if the Corporation is determined to be a PFIC at a later date.

Use of Derivatives

The Corporation may use derivative instruments. The use of derivatives in general presents additional risks to those applicable to trading only in the underlying assets. To the extent of the Corporation’s investment in derivatives, it may take a credit risk concerning parties with whom it trades and may also bear the risk of settlement default. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent the Corporation from achieving the intended hedge effect or expose the Corporation to the risk of loss. In addition, derivative instruments may not be liquid at all times, so that in volatile markets the Corporation may not be able to close out a position without incurring a loss. No assurance can be given that short sales, hedging, leverage, and other techniques and strategies utilized by the Corporation to hedge its exposure will not result in material losses.

Custody Risk and Broker or Dealer Insolvency

The Corporation does not control the custodianship of all of its assets. The Corporation’s assets will be held in one or more accounts maintained for the Corporation by its broker or brokers. Such brokers are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Corporation’s assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a broker or any sub-custodians, agents, or affiliates, it is impossible to generalize about the effect of their insolvency on the Corporation and its assets. Investors should assume that the insolvency of any of the brokers or such other service providers would result in the loss of all or a substantial portion of the Corporation's assets held by or through such brokers and/or the delay in the payment of withdrawal proceeds.

Investment and Trading Risks in General

All trades made by the Corporation risk the loss of capital. The Corporation may utilize trading techniques or instruments, which can, in certain circumstances, maximize the adverse impact to which a client’s account may be subject. No guarantee or representation is made that the Corporation’s investment program will be successful, and investment results may vary substantially over time. Many unforeseeable events, including actions by various government agencies, and domestic and international economic and political developments may cause sharp market fluctuations which could adversely affect the Corporation’s portfolio and performance.

General Economic and Market Conditions

The success of the Corporation's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of the Corporation's investments. Unexpected volatility or illiquidity could impair the Corporation's profitability or result in losses.

Issuer–Specific Changes

The value of an individual security or particular type of security can be more volatile than and can perform differently from the market as a whole.

Portfolio Turnover

The Corporation has not placed any limits on the rate of portfolio turnover and portfolio securities may be sold without regard to the time they have been held when, in the opinion of the Corporation, investment considerations warrant such action. A high rate of portfolio turnover involves correspondingly greater expenses than a lower rate.

Liquidity of Underlying Investments

Some of the securities in which the Corporation may invest may be thinly traded. There are no restrictions on the investment of the Corporation in illiquid securities. It is possible that the Corporation may not be able to sell or repurchase significant portions of such positions without facing substantially adverse prices. If the Corporation is required to transact in such securities before its intended investment horizon, the performance of the Corporation could suffer.

Highly Volatile Markets

The prices of financial instruments in which the Corporation's assets may be invested can be highly volatile and may be influenced by, among other things, specific corporate developments, interest rates, changing supply and demand relationships, trade, fiscal, monetary, and exchange control programs and policies of governments, and national and international political and economic events and policies. The Corporation is subject to the risk of the failure of any of the exchanges on which the Corporation's positions trade or of their clearinghouses.

Emerging Markets

The Corporation may invest in the securities of companies that operate in some emerging markets. Operating in emerging markets involves additional risks because companies in emerging markets may be less regulated and not subject to the same standards, reporting practices, and disclosure requirements that apply in more developed markets. In addition, some emerging markets and legal systems may not adequately protect investor rights.

Small- to Medium- Capitalization Companies

The Corporation may invest a portion of its assets in the securities of companies with small- to medium-sized market capitalizations. While the Corporation believes these investments often provide significant potential for appreciation, those securities may involve higher risks in some respects than do investments in securities of larger companies. For example, while smaller companies generally have the potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification, and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations. When making large sales, the Corporation may have to sell portfolio holdings at discounts from quoted prices or may have to make a series of small sales over an extended period of time due to the trading volume of smaller Corporation securities.

Fixed Income Securities

The Corporation may occasionally invest in bonds or other fixed-income securities of issuers, including, without limitation, bonds, notes, and debentures issued by corporations. Fixed-income securities pay fixed, variable, or floating rates of interest. The value of fixed-income securities in which the Corporation invests will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of creditworthiness, political stability, or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). If fixed-income investments are not held to maturity, the Corporation may suffer a loss at the time of the sale of such securities.

Equity Securities

To the extent that the Corporation holds equity portfolio investments or short positions in equities, it will be influenced by stock market conditions in those jurisdictions where the securities held by the Corporation, are listed for trading and by changes in the circumstances of the issuers whose securities are held by the Corporation.

Options

Selling call and put options is a highly specialized activity and entails greater than ordinary investment risk. The risk of loss when purchasing an option is limited to the amount of the purchase price of the option; however, investment in an option may be subject to greater fluctuation than an investment in the underlying security. In the case of the sale of an uncovered option, there can be potential for an unlimited loss. To some extent, this risk may be hedged by the purchase or sale of the underlying security.

Shorting

Selling a security short ("shorting") involves borrowing a security from an existing holder and selling the security in the market with a promise to return it at a later date. Should the security increase in value during the shorting period, losses will incur to the Corporation. There is in theory no upper limit to how high the price of a security may go. Another risk involved in shorting is the loss of a borrow, a situation where the lender of the security requests its return. In cases like this, the Corporation, must either find securities to replace those borrowed or step into the market and repurchase the securities. Depending on the liquidity of the security shorted, if there are insufficient securities available at current market prices, the Corporation, may have to bid up the price of the security in order to cover the short position, resulting in losses to the Corporation.

Trading Costs

The Corporation may engage in a high rate of trading activity resulting in correspondingly high costs being borne by the Corporation.

Currency and Exchange Rate Risks

The Corporation's assets will be denominated in multiple currencies. The Corporation will report its results in Canadian dollars. The Corporation expects to report allocations of profit and loss for income tax purposes in Canadian dollars. Changes in currency exchange rates may affect the value of the Corporation's portfolio and the unrealized appreciation or depreciation of investments.

Leverage

The Corporation may use financial leverage by borrowing funds against the assets of the Corporation. Leverage increases both the possibilities for profit and the risk of loss for the Corporation. From time to time, the credit markets are subject to periods in which there is a severe contraction of both liquidity and available leverage. The combination of these two factors can result in leveraged strategies being required to sell positions typically at highly disadvantageous prices in order to meet margin requirements, contributing to a general decline in a wide range of different securities. Illiquidity can be particularly damaging to leveraged strategies because of the essentially discretionary ability of dealers to raise margin requirements, requiring leveraged strategy to attempt to sell positions to comply with such requirements at a time when there are effectively no buyers in the market at all or at any but highly distressed prices. These market conditions have in the past resulted in major losses. Such conditions, although unpredictable, can be expected to recur.

Future Acquisitions and Business Diversification

Management is currently evaluating future acquisitions of businesses and operating assets that are not related to investments within Mongolia. There can be no certainty that the Corporation will acquire any business. Additionally, if the Corporation acquires part or all of a business outside of Mongolia, it may dilute management's focus on current operations within Mongolia. Additionally, shareholders who desire a Mongolia-focused investment vehicle may sell shares of the

Corporation if they do not desire investments outside of Mongolia. There can be no certainty that the Corporation can raise adequate funding to finance an acquisition of a business outside of Mongolia or that diversification of the Corporation's business is in the best interest of the Corporation. Capital spent on researching businesses outside of Mongolia will increase operating expenses and operating losses as long as such due diligence is ongoing.

Internal Controls over Financial Reporting

Changes in securities laws no longer require the Chief Executive Officer and Chief Financial Officer of junior reporting issuers to certify that they have designed internal control over financial reporting or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Instead, an optional form of certification has been made available to junior reporting issuers and has been used by the Corporation's certifying officers since December 31, 2013, annual filings. The new certification reflects what the Corporation considers to be a more appropriate level of CEO and CFO certification given the size and nature of the Corporation's operations. This certification requires the certifying officers to state that: they have reviewed the interim MD&A and consolidated financial statements; they have determined that there is no untrue statement of a material fact, or any omission of material fact required to be stated which would make a statement or its omission misleading in light of the circumstances under which it was made within the interim MD&A and consolidated financial statements; based on their knowledge, the interim filings, together with the other financial information included in the interim filings, fairly present in all material respects the financial condition, results of operations and cash flows of the Corporation as of the date and for the periods presented in the filings.

Additional Information

Additional information relating to Mongolia Growth Group Ltd., including its interim financial statements, is available on SEDAR at www.sedar.com.