MONGOLIA GROWTH GROUP

2018 Annual Report

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Mongolia Growth Group Ltd.

Mongolia Growth Group Ltd. (MGG) is a leading publicly traded property investment company in Ulaanbaatar, Mongolia. MGG owns an extensive property portfolio, with an emphasis on institutional-grade commercial assets.

MGG undertakes its own property acquisitions, develops brownfield land assets and repositions outdated properties, relying on in-house services for all facets of both the investment portfolio and development side of the business. In addition, MGG acts as a full-service third party provider for institutional clients.

Dear Shareholders,

Another year has come and gone. For better or worse (mostly worse) the majority of our capital continues to earn unacceptable returns in Mongolia. Despite how bleak that sounds, 2018 was the first year in many years that our company did not lose value—in fact book value increased slightly. This was the result of an increase in the carrying value of our assets and gains on our public securities portfolio, offset by continued operating losses. Most importantly, our cash and investments balance outside of Mongolia has increased yet again, giving us increased flexibility to diversify our company in the future.

Despite an optimistic outlook for Mongolia's economic growth in our Q3 shareholder letter, Mongolia's government returned to its strong tradition of political instability almost immediately following the release of that letter. Despite this instability, the pace of economic growth only slowed moderately during the fourth quarter. I believe this is the result of the Mongolian people becoming somewhat inured to the tribulations foisted upon them by their government. At the same time, hope of mega-projects or anything actually positive is simply that—hope. Unfortunately, hope doesn't produce returns for shareholders. Genevieve and I are more than cognizant of this fact and remain focused on diversifying our business (more on that below).

Turning to our property business, we have continued to be able to increase rental rates upon renewal (in local currency terms) while maintaining almost complete occupancy. Our 3rd party leasing business continues to gain traction in terms of transaction volume and public awareness, and I remain impressed by what our team has been able to accomplish despite constant economic adversity. Given the capital light nature of the 3rd party business, we have continued to invest resources into it. While we showed an increase in the carrying value of our property portfolio, this increase was less than I would have expected due to a slow-down in comparable transaction volume, caused by government instability. During 2018, we were able to sell three store fronts for net proceeds of $547,955. While every bit of cash helps us to diversify the company, this isn't enough to allow us to pivot like I would want to.

Genevieve and I are acutely aware that we are not cash flow positive and will almost certainly never be cash flow positive based upon our current property portfolio. Our two options are; to wait for a recovery that may never happen, or to dispose of property assets so that we may diversify the business into something that does produce cash flow. Unfortunately, when we sell property assets, we also reduce our rental revenue, which increases our cash flow losses, making our cash flow problem intensify. In some ways, this is a self-imposed acceleration of the situation that we have been in for the past few years—however the alternative is likely a similar result spread over a longer time-frame. We have chosen to accept the former as the potential for a positive outcome is preferable to an almost certain negative outcome. As a result, we've targeted the sale of certain non-core assets, while maintaining our core property portfolio so that we retain upside optionality should Mongolia ever recover. Unfortunately, this process has been intolerably slower than we anticipated and the slower this process goes, the more capital we will lose due to operating losses. I know that I have repeated this fact many times in the past few years, but it is worth reminding you of the predicament that we remain in. Let's move on to what is working for MGG.

In rough numbers, during 2018, our public securities portfolio generated approximately $1,000,000 in realized gains, offset by approximately $600,000 in unrealized losses and foreign exchanges losses of about $150,000 for a positive impact of about $250,000. I prefer to focus your attention on the realized gains and losses as opposed to unrealized gains and losses. This is because the stock market is volatile and arbitrary in the short-term, yet realized results show that we have underwritten various investments at attractive valuations and ultimately realized a positive outcome. Our gains during 2018 were generated on roughly half of our starting capital base of $2,800,000 as the remainder was invested in shares of Mongolian Mining Corp (975 – HK) which declined in value during 2018. While MMC is highly undervalued on almost any metric, the re-emergence of border issues and unlikelihood of a railroad deal have somewhat impaired the thesis and we reduced this position near year-end (incurring a small loss) so that we can manage a more diversified portfolio going forward.

At year end, excluding our ownership of MMC shares, the portfolio was concentrated in various US natural gas producers, a product tanker company, various small cap equity longs and a put spread position in a likely automotive fraud. My expectation remains that over time, our public securities investments will produce a positive outcome, but will also be highly volatile from quarter to quarter—particularly as the portfolio is likely to remain highly concentrated in a handful of individual stocks or sector themes. Despite my expectation that our public securities will perform well over time, my goal isn't to turn MGG into a collection of publicly traded securities, as there are tax and regulatory reasons why this is inadvisable. Rather, I see investments in public securities as an avenue to utilize our cash balance while we seek out the purchase of some or all of an operating business.

While we are not yet in a liquidity position to substantially diversify our business, we have continued to explore various business ideas. During 2018, we hired a consultant to help speed up this process. While the consultant's efforts have increased the number of businesses we have looked at, we have not identified a business that is willing to sell to us at our demanding valuation terms. Fortunately, we have kept our spending on this endeavor principally to travel expenses and a monthly retainer for the consultant. You may ask why we are spending capital to look at businesses when we don't have the capital to close on any business that we may identify. This is a good question. My answer would be that I believe that with the right business, we could attract outside capital to co-invest in some format. In a worst-case scenario, we could raise additional equity capital at the MGG level. While such a move would be dilutive from a strictly book value standpoint, any cash flow generated from the new business would help us in out-running the recurring losses from our existing property business and would therefore be long-run accretive. That said, I am the largest shareholder of MGG and do not intend to dilute myself (or other shareholders) unless the deal is particularly attractive.

Unfortunately, unless the Mongolian economy recovers, we have a number of pretty bad choices ahead of us. Our goal is to choose the least bad one while tenaciously trying to create shareholder value along the way. This narrative is not meant to be all dour; instead, it is meant to show that we are realistic about our own company's predicament. Our property business is subscale and despite an increase in rental rates, we expect that when combined with our corporate overhead, MGG will likely produce operating losses (excluding potential gains from our public securities portfolio) for the foreseeable future.

Despite all of this, I believe that our shares are undervalued. During the fourth quarter, the company re-purchased 107,000 shares under our Normal Course Issuer Bid at a cost of $37,410. You will notice that the pace of our NCIB has slowed over the past few quarters. This is somewhat deliberate as we have chosen to increase our focus on growing our cash balance so that we may acquire a business in the future and hopefully put the company back on a path to growth for the first time in many years.

Sincerely,

Harris Kupperman

CEO

MONGOLIA GROWTH GROUP LTD

Management Discussion & Analysis
December 31, 2018

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, 2018 (the "MD&A"), compared with the year ended December 31, 2017. 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 16, 2019 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, 2018 and December 31, 2017 together with all of the notes, risk factors and information contained therein, available on SEDAR at www.sedar.com.

Non-IFRS Financial Measures

This MD&A makes reference to adjusted earnings before interest, taxes, unrealized fair value adjustments, share based payments depreciation and amortization ("Adjusted EBITDA"). The Corporation uses Adjusted EBITDA as a measure of the performance of its operating subsidiaries as it excludes depreciation and interest charges, which are a function of the Corporation's specific capital structure, and also excludes entity specific tax expense. These amounts are not performance measures as defined under IFRS and should not be considered either in isolation of, or as a substitute for, net earnings prepared in accordance with IFRS.

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

During 2018, the Corporation's rental revenues decreased by 6% when compared to 2017, which was largely a result of lower rental rates and fewer rental properties due to disposals. Throughout 2018, rental rates began to stabilize with some beginning to increase during the second half of the year. Despite a very weak economy, the Corporation has been able to achieve almost full occupancy rates, with office space and retail occupancy rates of 95% and 100% respectively at year end.

Due to the recovery in rental rates witnessed during the second half of 2018, the Corporation recorded an unrealized fair value gain of $1,892,577 on its investment properties portfolio during the year (2017 – loss $2,758,843).

During the year, the Corporation did not acquire any properties (2017 - three properties for a total cost of $131,387). During this period, the Corporation sold three investment properties for total proceeds of $547,955 resulting in a net gain of $38,592 on these transactions. In comparison, during the year ended December 31, 2017, eight investment properties were sold for cash consideration of $3,095,071 resulting in a net gain of $247,200 on these transactions. Proceeds from the sales of assets during the year were used for working capital purposes, the acquisition of publicly traded securities, and its Normal Course Issuer Bid (NCIB) program. It is anticipated that the Corporation will continue to dispose of properties in future quarters in order to fund working capital needs, future public securities purchases along with the renewed NCIB program.

During the year, the Mongolian Tögrög depreciated versus the Canadian dollar from 1,927 MNT/CAD on December 31, 2017 to 1,941 on December 31, 2018; a 0.7% decrease during the year. This depreciation led to a $140,375 other comprehensive loss (2017 – $1,299,746).

Economic Overview

Starting in 2012, the Mongolian government initiated a program to restrict and inhibit foreign investment. Additionally, various government officials made statements designed to intimidate foreign investors, followed by arbitrary arrests of foreign employees and confiscations of foreign investments. These actions led to a dramatic slow-down in foreign direct investment (FDI) and an exodus of foreign investors. The economy would have entered a crisis sooner, if not for expansionary fiscal policy and monetary stimulus from the Central Bank of Mongolia. However, by 2014, even this stimulus was insufficient to avert an economic crisis.

Despite official statistics that tended to show moderate economic growth, the Corporation is of the opinion that the economy had been in contraction from 2014 until mid-2018, though the rate of contraction had varied based on economic policy. During the second half of 2018, the Corporation noticed the first green shoots in many years, though there is no way to know if the recovery will be sustainable. Recent statements by prominent politicians that were designed to embarrass and belittle China have resulted in China dramatically reducing imports of raw commodities. This has led to a slowing in economic activity during recent months. Furthermore, changes to tax rates, particularly related to mining licenses, and has served to further dissuade foreign investment.

During the past eight years, Mongolia has had five Prime Ministers, seven Cabinets and even more substantial turnover within most ministries. This has led to inconsistent policy-making, arbitrary decision-making and a general focus amongst ministers for personal gain, hurting all investors—as their tenures tend to be short.

The two recent People's Party governments have made statements that are more supportive of foreign investment—however these statements have rarely been backed up by actions that would actually tempt anyone to invest in Mongolia. Furthermore, despite statements of support for foreign investment, multiple investors are waiting for government approvals for their businesses to move forward and there has been a continued net divestment amongst most existing foreign investors.

Management believes that the current economic slowdown is the result of policies that have discouraged Foreign Direct Investment ("FDI"). When the government takes the appropriate steps to stimulate FDI, it is expected that the economy can return to sustainable economic growth. Management remains a believer in the long-term growth potential of Mongolia.

Property Overview

During the boom years at the beginning of this decade, multiple sizable property developments were initiated. Despite an economic crisis that began in 2014, many of these developments were ultimately completed, while new projects have continually been initiated—despite weak demand for these properties. There also remains a sizable shadow inventory of partially completed projects that may re-commence development at any time.

Despite substantial new supply over the past few years, well-placed office and retail space in the city center is beginning to get absorbed with rental rates starting to increase. However, there is concern that stalled projects will enter the market during a period of weak demand, while banks may be forced to liquidate distressed property assets due to the IMF bailout. Therefore, there has only been a minimal increase in property valuations during 2018. Should the recently witnessed economic recovery gather strength, management believes that well placed city-center properties will be the first to recover in valuation.

Management cautions investors that it is focused on continuing to dispose of non-core property assets, when possible in order to recycle capital.

Section 2 - Executing the Strategy

Core Business

During the past eight years, Management and employees have worked hard to build up the infrastructure needed to manage MGG's institutional property platform. This platform is unique in Mongolia and is one of the only platforms capable of managing assets through the full cycle of ownership from acquisition through disposition and includes dedicated departments that manage maintenance, leasing, marketing and tenant management. Management believes it has a strong team in place to manage the business on an ongoing basis.

Due to MGG's unique platform, the Corporation has added third party leasing and property management to its focus, in order to leverage its existing resources. Management believes that it has excess capacity to handle these functions and has seen a sizable increase in interest in using its brokerage operation as awareness spreads in the Ulaanbaatar market. The Corporation intends to aggressively target this brokerage opportunity through its website at www.MGGproperties.com.

The Corporation has continued to have occupancy levels that are in excess of current market conditions and it credits its leasing and property management teams with this success. Additionally, bad debt expense has remained below expectations.

Since inception, MGG has acquired a number of redevelopment properties. To date, the Corporation has also remodeled, rebuilt and completed additions on properties. During 2015, the Corporation spent substantial resources redeveloping its Tuguldur retail center property; however, these redevelopment efforts have been put on hold. The Corporation did complete a 334 meter extension to Tuguldur during early 2016 and a lease was signed with a well-respected Mongolian tenant in early 2016. This tenant began to pay rent during the third quarter of 2016. Due to the project going over budget and the sizable decline in market rents from when the project began until a lease was signed, this development project did not hit internal return targets, further validating the Corporation's decision to cease all further development spending. As part of its cost savings initiative, the Corporation has eliminated its development department. The Corporation is evaluating its development pipeline to assess if it should dispose of these assets as the Corporation no longer has the internal resources to develop them and a monetization of these assets will increase the Corporation's liquidity.

The Corporation believes that its current property operations are not at a sufficient scale to be cash flow positive. As such, the Corporation is looking at various investment opportunities outside Mongolia, in order to diversify its business. During 2017 and 2018, the Corporation spent substantial time evaluating a number of businesses, but has not decided to move forward on any acquisition. Additionally, the Corporation has made investments in certain publicly traded securities. The Corporation plans to continue to dispose of property assets in order to increase its ownership of publicly traded securities and fund potential future investments outside Mongolia. The Corporation may be forced to take on additional borrowings or issue equity in order to finance these future investments.

The Corporation anticipates that revenues and EBITDA will decline in future quarters as properties are sold to fund working capital needs, investments in public securities and future potential business acquisitions. Additionally, the Corporation anticipates an increase in operating expenses in future quarters, primarily as a result of an increase in payroll along with due diligence expenses related to potential acquisitions outside of Mongolia. The Corporation expects to finance losses with additional property sales, borrowings and potentially dilutive equity offerings.

Portfolio

Mongolia Growth Group's properties are located in the Downtown and the Central Business District of Ulaanbaatar. Within the financial statements, MGG classifies properties in each of the following categories; Investment Properties, Property and Equipment, and Other Assets/Prepaid Deposits. Fluctuations in the values of the Corporation's property portfolio during the quarter can be attributed to changes in valuations, properties purchased and sold, and the change in value of the functional currency (Mongolian Tögrög) versus the Canadian dollar.

Investment Properties

Investment Properties include properties held to earn rental revenue, for capital appreciation and/or for redevelopment. Investment Properties are initially valued at fair value, which is the purchase price plus any directly attributable expenditure. Investment Properties are subsequently valued at fair value, which reflects market conditions at the date of the statement of financial position.

The following table represents properties classified as Investment Properties, as of December 31, 2018;

		2018		2017
	# of Properties	Value at 31-Dec-18 $CDN	# of Properties	Value at 31-Dec-17 $CDN
Office	2	2,103,862	2	1,923,500
Retail	17	14,160,720	20	13,686,179
Land and Redevelopment	3	8,151,278	3	7,277,842
Total	**22**	**24,415,860**	**25**	**22,887,521**

Property and Equipment

Properties are classified as Property and Equipment if the Corporation occupies more than 10% of the property. Properties classified as Property and Equipment are measured at cost less accumulated depreciation, less any accumulated impairment losses. All repairs and maintenance costs to these properties are charged to the consolidated statement of operations during the period in which they occur unless eligible for capitalization. The Corporation's headquarters, purchased in October 2011, falls within this category.

The following table represents properties classified as Property and Equipment, as of December 31, 2018;

		2018		2017
	# of Properties	Value at 31-Dec-18 $CDN	# of Properties	Value at 31-Dec-17 $CDN
Office	1	1,723,044	1	1,576,743
Retail	-	-	-	-
Land and Redevelopment	-	-	-	-
Total	**1**	**1,723,044**	**1**	**1,576,743**

Other Assets/ Prepaid Deposits

Investment property purchases where the Corporation has paid either the full or partial purchase proceeds to the seller, but the Corporation has not yet received the official land or building title from the Mongolian Property office, are recorded at cost as Prepaid Deposits on Investment Properties and classified within other assets.

The following table represents properties classified as Prepaid Deposits on Investment Properties, as of December 31, 2018;

		2018		2017
	# of Properties	Value at 31-Dec-18 $CDN	# of Properties	Value at 31-Dec-17 $CDN
Residential	-	-	-	-
Office	-	-	-	-
Retail	-	-	-	-
Land and Redevelopment	-	-	2*	285,290
Total	**-**	**-**	**2**	**285,290**

* This land asset is part of one of the land packages outlined in the Investment Properties section and is not a standalone land package.

Occupancy Rates

A summary of MGG's property portfolio occupancy rates is set forth in the following table;

	31 –Dec- 2018	31 –Dec- 2017	31 –Dec- 2016
	Occupancy Rate*	Occupancy Rate*	Occupancy Rate*
Office	94.9%	97.2%	84.9%
Retail	100.0%	100.0%	95.1%
Weighted Average**	**98.1%**	**98.5%**	**91.0%**

* Occupancy rates are calculated on a per meter basis;

** Weighted Average is calculated based on total meters available for lease

Demand for retail space has remained strong, despite a difficult economy. Occupancy levels for the Corporation's office space continued to improve throughout the year even while vacancy levels throughout the city have remained high as additional supply has entered the market. The Corporation's Tuguldur Center continues to maintain strong occupancy rates throughout the year and ended the year with average weekly occupancy of over 95% compared to much lower rates in previous years. Management attributes its success throughout the portfolio to increased marketing initiatives, industry leading property management and realistic price expectations.

Management believes it is easier to sell properties when there is no tenant. Therefore, vacancy may increase as the Corporation chooses not to renew leases in order to dispose of properties.

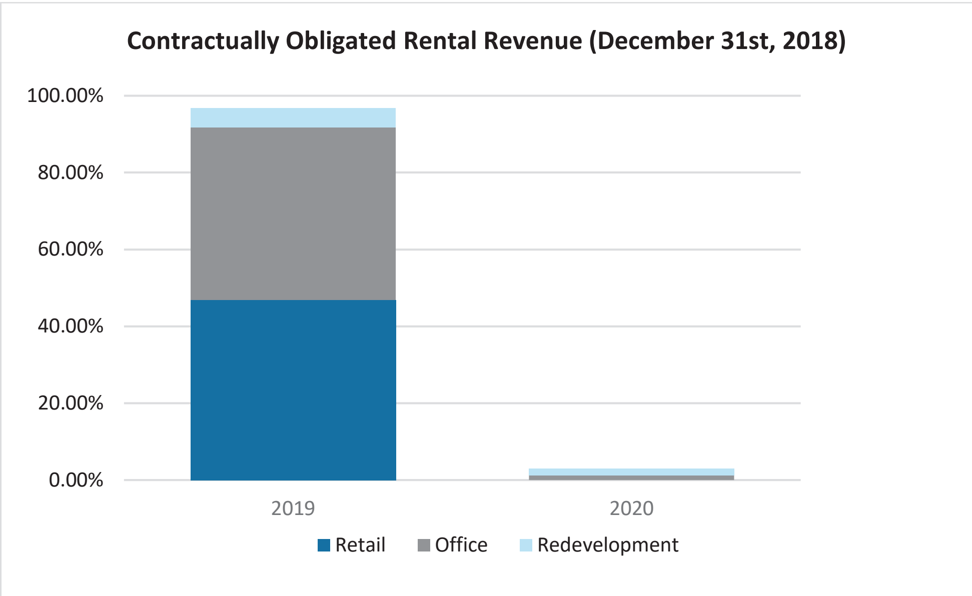
Leasing Schedule

In order to reduce the Corporation's exposure to currency fluctuations and inflation, the Corporation targets shorter lease durations with most tenants. Management's experience is that this practice is in line with local industry standards, with the expectation that once leases expire, existing tenants are offered the first right to re-lease the space at the prevailing market rates.

Most Recent Retail Lease Signings

Lease Type	Lease Renewal Date	SqM	Old Price Per Meter (Mongolian Tögrög)	New Price Per Meter (Mongolian Tögrög)	Percent Increase (decrease)
Office Lease	Oct-18	100	18,000	25,000	38.89%
Office Lease	Oct-18	20	20,000	20,000	0.00%
Office Lease	Oct-18	70	52,145	42,000	-19.46%
Office Lease	Oct-18	21	20,000	20,000	0.00%
Office Lease	Oct-18	15	25,000	25,000	0.00%
Office Lease	Oct-18	88	18,000	25,000	38.89%
Office Lease	Nov-18	29	20,000	25,000	25.00%
Office Lease	Nov-18	24	35,000	35,000	0.00%
Office Lease	Nov-18	36	35,000	35,000	0.00%
Office Lease	Nov-18	24	20,000	25,000	25.00%
Office Lease	Nov-18	39	20,000	25,000	25.00%
Office Lease	Nov-18	40	20,000	20,000	0.00%
Office Lease	Nov-18	36	21,333	21,333	0.00%
Office Lease	Nov-18	44	30,000	35,000	16.67%
Retail Lease	Nov-18	178	36,516	33,707	-7.69%
Retail Lease	Nov-18	125	42,240	46,454	9.98%
Retail Lease	Nov-18	140	37,714	37,714	0.00%
Retail Lease	Dec-18	198	32,782	36,060	10.00%
Retail Lease	Dec-18	484	6,198	6,198	0.00%

The weighted average remaining lease length decreased to 7.6 months in December 2018 compared to 10.8 months in December 2017, calculated as a percentage of monthly revenues.



As noted previously, the Corporation has been able to increase rental rates during the second half of 2018; however, this increase in rental rates is only sustainable if the economy continues to recover. The Corporation believes that the majority of its existing leases are roughly at market rates.

Publicly Traded Securities

From 2016 to 2018, one of the Corporation's offshore subsidiaries purchased shares of Mongolian Mining Corporation. The shares were purchased for investment purposes as the Corporation remained hopeful that the shares would be worth substantially more should the Mongolian government approve a railroad from the mine to the Chinese border that was previously in discussions. During the 4th quarter of 2018, Management began to reduce its position due to the slowdown of export volumes at the Chinese border and the decline in probability of the approval of the railroad.

At the end of December 2018, the Corporation owned 30,500,000 shares of Mongolian Mining Corporation worth approximately $840,000 and has continued to reduce this position subsequent to the end of the year.

In addition to its position in Mongolian Mining Corporation, as at December 31, 2018, the Corporation also held positions in 13 different publicly traded companies including warrants and the equity value of a put spread with a total net value of approximately $3,100,000.

The Corporation realized gains of over $995,716 (2017 - $63,809) from sales of public securities during the year and a foreign exchange loss of $147,335 (2017 – gain of $15,030). The Corporation anticipates that its public security portfolio will experience volatility beyond the normal volatility of its property portfolio and the timing of gains and losses will be unpredictable.

The Corporation's public securities as of December 31, 2018 are broken out in the following sectors with Mongolian Mining Corporation displayed as an individual company instead of a sector;

Industry Sector	Percentage
Natural Gas Producers	47.7%
Mongolian Mining Corporation	21.3%
Transportation and Logistics	18.0%
Media and Communications	3.8%
Electrical Equipment	7.5%
Options Put Spread Auto Sector	5.7%
Waste and Industrial Materials	1.4%
Offshore Energy Services Warrants	0.3%

As at December 31, 2018, the Corporation had borrowed $219,743 using margin supplied by its broker, which is included in the Corporation's total Marketable Securities Portfolio value. Management considers its equity positions to be liquid and as such, these margin borrowings were netted out of the Company's marketable securities and not reflected in the Corporation's cash on the balance sheet.

The Corporation continues to evaluate various investment opportunities in globally traded public securities. The Corporation views investment activities in public securities to be complementary to its core property business and a potentially attractive use for excess property sale proceeds. The Corporation intends to increase the size of its securities portfolio over time.

Subsequent to year end, the Corporation reduced its positions in various natural gas producers as the positions rallied and reduced its position in Mongolian Mining Corporation. Additionally, the Corporation added substantially to its position in put spreads related to one company in the automotive sector. There were no other substantial changes in position weightings related to positions disclosed above.

Section 3 – Results of Operations

Selected Annual Financial Information (CAD)

	Year ended 31-Dec- 2018	Year ended 31-Dec- 2017	Year ended 31-Dec- 2016
Total Revenue	1,471,649	1,772,242	1,609,966
Income			
Net income attributable to equity holders of the Corporation	1,557,343	(3,097,214)	(5,662,784)
Total Comprehensive income/ (loss) attributable to equity holders of the Corporation	1,416,968	(4,396,960)	(16,314,047)
Basic earnings per share ("EPS") (in CAD)			
Net income/ (loss)	0.05	(0.09)	(0.16)
Diluted EPS (in CAD)			
Net Income/ (loss)	0.05	(0.09)	(0.16)
Balance Sheet			
Total Assets	31,017,823	29,405,831	34,511,276
Total liabilities	1,970,518	1,649,251	1,978,836
Total Equity	29,047,305	27,756,580	32,532,440
Shares Outstanding at year end	33,243,999	33,696,599	34,806,599
Book Value per share	0.87	0.83	0.93

Revenue from Investment Properties

For the year end December 31, 2018, rental revenue from Investment Properties were $1,384,840 versus $1,471,344 in the prior year. The decrease year-over-year was attributable to reduced rental rates and fewer investment properties.

Gain/loss on sale of Investment Properties

For the year end December 31, 2018, the Corporation reported a net gain of $38,592 on the sale of three investment properties versus a gain of $247,200 in the prior year on the sale of eight properties. The decrease was due to a reduction in the amount of properties sold during the year.

Revenue from Other Sources

Revenue from other sources consists of late fees and other income, principally the Corporation's brokerage business. For the year ending December 31, 2018, revenues from other sources totaled $48,217 compared to $53,698 for the year ending December 31, 2017. Revenues decreased due to a decrease in late fees and other income earned.

Income Taxes

The Corporation has subsidiaries in Mongolia that are subject to income taxes and, accordingly, has provided for current and deferred income taxes with respect to those subsidiaries.

Differences between IFRS and statutory taxation regulations in Mongolia give rise to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax bases. The deferred tax liability on the balance sheet increased by $235,067 during the year (Q4 2017 - $121,909 decrease) primarily due to adding land use rights transfer taxes to current deferred tax and an unrealized gain in the fair value in investment properties.

At year end, the Corporation reviewed its taxes receivable and determined that the Value Added Tax (VAT) amount that was not projected to be received/offset by the end of 2019 ($13,806) should be expensed and recorded as doubtful receivables. In comparison, the Corporation expensed doubtful receivables in the amount of $49,448 during 2017.

Fair Value Adjustment on Investment Properties

As elected under IFRS, the Corporation's investment portfolio is subsequently measured at fair value in the Corporation's financial statements. As of December 31, 2018, the Corporation had approximately 60% of its Investment Properties Portfolio in addition to its head office (classified in PP&E) valued by an international valuation firm and the remaining 40% were valued by Management. For the year ended December 31, 2018, the fair value adjustment to investment properties was a gain of $1,892,577 compared to a loss of $2,758,843 for the same period in 2017. The Corporation currently has a standing agreement with the owner of a 42 sq. meter apartment leading it to be included in this property's land title. The agreement entitles the owner of the apartment to 84 sq. meters of space on the first floor of a new building to be built on this land. In this agreement, the Corporation had an obligation to complete the construction of a new building by the end of 2017 and the agreement has not yet been extended. The Corporation has incurred an unrealized fair value loss of $1,711,065 (2017 - $1,585,120) in excess of the fair value adjustment calculated by the international valuation firm as well as a included a liability of $141,887 (2017 - $142,894) on the Corporation's balance sheet to reflect this liability. These adjustments are Management's estimate of the markets perception of the risk related to this agreement.

Unrealized public securities investment gain/loss

During the year, the Corporation had unrealized losses of $608,297 (2017 - $371,197). This increase in unrealized investment loss was primarily a result of several of the Corporation's natural gas equity producer investments declining during the month of December 2018. These declines have been somewhat recouped during the first quarter of 2019, at which point the natural gas positions were reduced in weightings.

Realized public securities investment gain/loss

During the year, the Corporation had realized investment gains of $995,716 compared to a realized investment gain of $63,809 in 2017. This realized investment gain was primarily a result of the Corporation realizing gains on several of its investments.

Share Repurchase

During the year, the Corporation repurchased 443,500 of its common shares under its Normal Course Issuer Bid (NCIB) at an average price of $0.29 (2017-1,139,600, $0.33 average). As at December 31, 2018, the Corporation held 107,000 shares in Treasury to be cancelled during the first quarter of 2019 (2017- 116,100).

Property Operating Expenses

Property Operating Expenses consist of repairs and maintenance, bad debts, utilities, salaries, as well as land and property taxes. For the year ending December 31, 2018, the property operating expenses were $860,376 compared to $1,081,444 during the same period in 2017, representing a decrease of approximately 21%. This decrease was primarily due to a reduction in the number of properties in the portfolio, a reallocation of salaries, along with certain expense reductions.

Corporate Expenses

Corporate expenses include senior management and board of director compensation, share-based expenses, listing fees, professional fees, technology, travel, investment research expenses and administrative costs.

For the year ending December 31, 2018, general and administration expenses increased to $813,973 from $551,764 in 2017. This increase from the previous year is primarily attributed due to a reallocation of Management salaries from its Mongolian operations to its Canadian operations as well as the CEO beginning to take a salary for the first time since the Corporation's inception.

Currency

The Mongolian Tögrög has fluctuated significantly over the past five years. The Mongolian Tögrög has depreciated 6.8%, 5.1%, 11.5% and 5.3% in 2011, 2012, 2013 and 2014 respectively versus the Canadian Dollar while appreciating 11.4% in 2015 and depreciating 28.5% in 2016, a further 4.3% in 2017 and 0.7% in 2018. The fluctuation in the currency is reflected in the Corporation's financial statements, most notably in the investment property portfolio, as it is the largest item on the balance sheet. Note 8 in the financial statements discloses the foreign exchange adjustment, which flows through the investment property classification during each period. As at December 31, 2018, the Corporation recognized a foreign exchange adjustment loss of $150,835 (2017 - loss of $1,138,502) to its investment property portfolio due to the 0.7% depreciation of the local currency during the year.

Operating Profit (Loss)

Overall, the Corporation reported an Operating profit or an Adjusted EBITDA loss of $523,313 during 2018 (2017 – gain of $159,363). The decrease in EBITDA since last year was due to a lower revenue in 2018 as well as not having the recovery of tax that it did in the previous year.

The following table reconciles net income before income tax to Adjusted EBITDA from operations.

	2018 $	2017 $
Net Income before Income taxes	1,815,069	(3,177,966)
Add Depreciation and Amortization	77,361	81,249
Add/Subtract Interest and Investment Income/gains / Finance Expense	(324,646)	287,049
EBITDA	**1,567,784**	**(2,809,668)**
Subtract Fair Value Adjustment Gain (Add back loss) on all properties including impairments on PPE and Other Assets	(2,091,097)	2,969,031
Total Adjusted EBITDA	**(523,313)**	**159,363**

Net Income

For the year ended December 31, 2018, the Corporation experienced a net income of $1,557,343, compared to a net loss of $3,097,214 for the year ended December 31, 2017. This significant improvement is primarily attributed to the substantial unrealized gain on fair value adjustment on investment properties portfolio of 1,892,577 (2017 – loss of $2,758,843) as well as a significant realized gain on marketable securities of $995,716 (2017 - $63,809).

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.

Section 4 - Financial Condition

Cash Flow

Mongolia Growth Group's primary sources of capital are cash generated from equity issuance, 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, 2018 and 2017.

		For the year ending
	31-Dec-18	31-Dec-17
	$	$
Net change in cash related to:		
Operating	(611,744)	(345,038)
Investing	(363,517)	(7,023)
Financing	(126,243)	269,980
Effects of exchange rates on cash	206,144	(158,635)
Net change in cash during the period	**(895,360)**	**(240,716)**

Overall, the Corporation had cash outflows of $895,360 during 2018 compared to cash outflows of $240,716 in 2017. The Corporation's cash outflows were the result of an increase in operating cash outflows versus the same period last year as well as financing outflows versus financing inflows during the previous year. The changes in components of cash flows for the year ended December 31, 2018, compared to the year ended December 31, 2017, were the result of the following factors:

- **Operating**–The Corporation experienced significant Operating cash outflows for the year ended 2018 versus significant cash inflows for the year ended 2017 due to a decrease in total revenue.
- **Investing**–The Corporation experienced Investing cash outflows for the year ended 2018 due to net purchases of marketable securities offset by the disposal of investment properties. In comparison, 2017 saw a higher net purchase of marketable securities offset by a higher disposal of investment properties.
- **Financing**–Financing cash outflow occurred due to the repurchase of 443,500 shares during the year versus 1,139,600 shares during the 2017 year. During the 2017 year, the Corporation had significant inflows due to the proceeds from the bank loan.

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, 2018, the Corporation had approximately $745,411 (2017 - $1,640,771) in cash and cash equivalents. Due to the expectation that the Corporation's cash position will worsen in future quarters, the Corporation is focused on increasing liquidity and cash reserves in Canada through asset sales. In addition, it entered into a $1,300,200 credit facility through a commercial bank in Mongolia in 2017.

Total Assets

As of December 31, 2018, the Corporation had $4,809,169 (2017 - $4,863,414) in current assets out of which $745,411 (2017 - $1,640,771) was held in cash. The decrease in cash is primarily due to purchase of marketable securities offset by the sale of investment properties during the year. Management considers its marketable securities to be liquid and available to be sold at any time should the Corporation require cash.

The majority of the Corporation's assets are classified as Non-Current Assets, mainly Investment Properties. Investment Properties are carried at Fair Market Value and increased during the year to $24,415,860 (2017 -$22,887,521) due to a significant unrealized gain on fair value adjustment offset by the sale of three investment properties during the year.

Property and Equipment, which primarily consists of properties that are measured at their cost base, increased from $1,654,896 in 2017 to $1,792,794 in 2018 primarily due to an unrealized gain on fair value adjustment of its headquarters.

Total Liabilities

As of December 31, 2018, the Corporation had current liabilities of $1,233,025 (2017 - $517,077) consisting of payables and accrued liabilities. The increase was due to the Corporation's loan that must be repaid within 2019, which was classified as long-term debt at the end of 2017.

As of December 31, 2018, the only non-current liability on the balance sheet is deferred income taxes. In 2017, the Corporation obtained a two-year CDN$1,300,200 (USD $1,000,000) credit facility through a commercial bank in Mongolia. The loan is secured by various property assets and guarantees from Mongolian subsidiaries. The Corporation made an initial draw of USD $500,000 during the year ended December 31, 2017 and did not draw down on it any further during 2018. As at the end of the year, this loan was transferred to current liabilities.

Deferred tax liabilities increased during the year to $737,493 in 2018 (2017 - $502,426) due to a change in the tax law increasing the tax rate on the on transfer of land use rights.

Total Equity

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

Outstanding	31-Dec 18	31-Dec-17
Common shares	33,243,999*	33,696,599*
Options to buy common shares	3,103,000	3,103,000

* As at December 31, 2018, the Corporation held 107,000 of the common shares outstanding in Treasury to be cancelled during the first quarter of 2019 (2017-116,100). .

* As of April 16, 2019, the Company had 33,580,499 shares outstanding, 108,500 shares held in treasury, and 1,780,000 options outstanding.

Options Outstanding

At December 31, 2018, the Corporation had 3,103,000 options that were exercisable (December 31, 2017; 3,103,000).

The chart below shows the historical option grants and options outstanding as of December 31, 2018.

Option Price	Granted	Expired	Forfeited	Cancelled	Exercised	Total Options Outstanding	Total Exercisable	Non exercisable
1.64	100,000	-	-	-	100,000	-	-	-
1.75	300,000	50,000	-	-	250,000	-	-	-
1.9	1,363,000	-	85,000	-	200,000	1,043,000	1,043,000	-
4.2	900,000	205,000	408,000	287,000	-	-	-	-
4.77	175,000	20,000	100,000	55,000	-	-	-	-
4.25	150,000	5,000	50,000	95,000	-	-	-	-
4.0	190,000	-	-	190,000	-	-	-	-
4.13	475,000	125,000	75,000	275,000	-	-	-	-
1.09	375,000	-	75,000	-	-	300,000	300,000	-
0.72	935,000	-	20,000	-	-	915,000	915,000	-
0.74	640,000	-	75,000	-	-	565,000	565,000	-
0.38	350,000	-	75,000	-	-	280,000	280,000	-
Total	**5,953,000**	**405,000**	**963,000**	**902,000**	**550,000**	**3,103,000**	**3,103,000**	**-**

Acquisitions and Dispositions

During the year ended December 31, 2018, the Company sold three investment properties for cash consideration of $547,955, resulting in a net gain of $38,592 on these transactions. In comparison, during the year ended December 31, 2017, eight investment properties were sold for cash consideration of $3,095,071 resulting in a net gain of $247,200 on these transactions.

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 and executive management. The summary of compensation for key management personnel is as follows:

Related Party Transactions	2018 $	2017 $
Salaries and other short-term benefits to officers	340,439	202,039
Director fees	40,000	50,000
Share-based payments to directors and officers	-	-
	380,439	**252,039**

As at December 31, 2018, amounts due to related parties totaled approximately $57,000, comprised of accrued directors fees and fees owed to management (2017 - $50,000) were included in trade payables and accrued liabilities.

Off-Balance Sheet Items

As of December 31, 2018, the Corporation had no off-balance sheet items.

Events Subsequent to Year End

- Since January 1, 2019, the Corporation has repurchased 73,500 of its shares at an average price of $0.32/share.

- As disclosed in the Corporation's March 13, 2019 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 Company on the open market in accordance with the policies of the TSXV.

Securities Sought

Up to 2,550,000 common shares, representing up to approximately 7.7% of the 33,136,999 Common Shares of the Issuer currently issued and outstanding, or approximately 9.9% of the 25,860,049 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 Normal Course Issuer Bid will terminate on the date that is one year from the date on which purchases commence.

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 M Partners Inc. of 70 York Street, Suite 1560, Toronto ON M5J 1S9; Phone: (416) 603-7381.

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

No person is acting jointly and in concert with the Corporation in connection with the Bid.

Valuation

After making reasonable enquiry, the Issuer is not aware of any appraisal or valuation of the Issuer's securities that has been prepared within the preceding two years.

In connection with the preparation of its audited financial statements for the financial year ending December 31, 2017, the Issuer engaged CBRE Limited, an arm's length property valuator, to prepare the following independent valuation reports (the "Valuation") in respect of the Issuer's Mongolian real estate investment assets:

- Report entitled "Retail Valuation Report – Ulaanbaatar, Mongolia", dated March 13, 2018, which ascribed a value of 623,000,000 MNT (Mongolian Togrogs) to the Issuer's material retail real estate investment assets as at December 31, 2017;

- Report entitled "Land Valuation Report – Ulaanbaatar, Mongolia", dated March 13, 2018, which ascribed a value of 27,819,000,000 MNT (Mongolian Togrogs) to the Issuer's material land investment assets as at December 31, 2017; and

- Report entitled "Office Valuation Report – Ulaanbaatar, Mongolia", dated March 13, 2018, which ascribed an aggregate value of 3,038,000,000 MNT (Mongolian Togrogs) to the Issuer's material office real estate investment assets as at December 31, 2017.

The Valuations were prepared for internal accounting purposes and the Issuer does not have permission to share the Valuations externally.

Previous Purchases

The Issuer has purchased 408,000 of its common shares at an average price of $0.30 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.

Section 5 - Quarterly Information

Quarterly Results

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

	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017
Revenue	367,916	389,934	357,051	356,748	662,458	370,354	338,352	401,078
Net income (loss)	(577,451)	2,279,078	128,671	(272,955)	(720,889)	401,886	(2,135,025)	(643,186)
Income (loss) per common share	(0.02)	0.08	0.00	(0.01)	(0.02)	0.01	(0.06)	(0.02)
Total Assets	31,017,823	31,844,685	30,111,915	30,142,591	29,405,831	29,377,211	31,397,409	33,268,754
Weighted Average Shares (No.)	33,352,911	33,412,466	33,464,179	33,530,605	34,342,059	34,486,152	34,571,610	34,633,899
Ending Shares (No.)	33,243,999	33,379,499	33,379,499	33,476,999	33,696,599	34,294,099	34,506,599	34,524,099

Revenue

During the fourth quarter, the Corporation's real estate subsidiary earned total revenue of $367,916 (Q4 2017 -$662,458) of which rental income earned was $338,500 (Q4 2017 - $353,279). This rental income decrease is attributed to lower rental rates as well as a fewer investment properties. The quarterly revenue number also includes other revenue earned from miscellaneous sources such as late fees, advertising and from sale of investment properties. During the fourth quarter, the Corporation experienced a gain on sale of investment properties of $10,110 (2017 – gain of $298,646), which positively affected the Corporation's revenue.

During the 4th quarter of 2018, the Corporation also incurred an unrealized gain on fair value adjustment of $855,161 compared to an unrealized loss on fair value adjustment of $1,107,674 during Q4 2017

Expenses

Quarterly expenses related to corporate operations totaled $193,871 (Q4 2017 - $151,106). This increase was due to a reallocation of Management salaries from its Mongolian operations to its Canadian operations.

Net Income

During the quarter, the Corporation experienced a loss of $577,451 in comparison to a loss of $720,889 in the same quarter of the previous year. This difference is mainly attributed to the significant fair value adjustments gain recorded offset by a significant unrealized loss on marketable securities in the fourth quarter of 2018 compared to a fair value adjustment loss recorded during the fourth quarter of 2017.

Section 6 – Critical Estimates and Judgements

Critical Accounting Estimates

The preparation of financial statements in accordance with 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:

Fair value of investment properties

The estimate of fair value of investment properties is the most critical accounting estimate to the Corporation. An external appraiser estimates the fair value of the majority of the Investment Properties annually, the remainder are appraised internally by Management. The fair value of investment properties is based on the nature, location and condition of the specific asset. The fair value of investment properties represents an estimate of the price that would be made in an arm's length transaction between knowledgeable, willing parties. The Corporation operates in the emerging real estate market of Mongolia, which given its current economic and industry conditions, has an increased inherent risk resulting from the lack of reliable and comparable market information. At December 31, 2018, the unrealized gain on fair value adjustment is $1,892,577 (2017 - loss of $2,758,843).

Accuracy of Share Based Compensation Expense

The estimate of the expense arising from share based compensation plans is another critical accounting estimate. There are several sources of uncertainty that need to be considered in the estimate of the share based compensation expense recorded by the Corporation. The ultimate expense is estimated by using a number of key assumptions such as the expected volatility of the share price, the dividends expected on the shares, the risk-free interest rate for the expected life of the options and future forfeiture rates. For the year ending December 31, 2018, there were no share based payment costs (2017 - $nil).

Operating Environment of the Corporation

Mongolia displays many characteristics of an emerging market including relatively high inflation and interest rates. The tax and customs legislation in Mongolia is subject to varying interpretations and frequent changes. The future economic performance of Mongolia is tied to continuing demand from China and continuing high global prices for commodities as well as being dependent upon the effectiveness of economic, financial and monetary measures undertaken by the Government of Mongolia together with tax, legal, regulatory and political developments. Management is unable to predict all developments that could have an impact on the Mongolian economy and consequently what effect, if any, they could have on the future financial position of the Corporation.

From 2016 to 2018, the Corporation has had difficulty in converting Mongolian Tögrög to U.S. Dollars at large Mongolian banks. This difficulty has persisted in subsequent periods, but to a lesser degree. There can be no certainty regarding the ability to convert or wire money from Mongolia in the future.

Mongolia recently signed an agreement with the IMF. There is no certainty regarding the demands that the IMF may make upon Mongolia for austerity or the impacts that this may have on the economy of Mongolia.

Due to the economic crisis, businesses are increasingly paying for transactions using various forms of barter such as used equipment, apartments, vehicles, future services and livestock. To date, the Corporation has only agreed to receive barter items in extreme circumstances and has a strong preference to avoid using barter in transactions. As the economic crisis worsens, barter transactions may become a more substantial percentage of overall economic transactions. As a result, the Corporation may be forced to receive barter items at a higher frequency. These barter items are often difficult to value and monetize and may cause other difficulties for the Corporation that are impossible to predict.

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.

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. The Corporation 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.

As at December 31, 2018 and 2017, Management has made the judgment that none of the Corporation's assets meet the criteria to be classified as held for sale. While this is due to a number of factors, a primary reason is that due to the conditions of the Mongolian economy and the lack of liquidity in the market, management was unable to conclude that the sale of any significant size asset could be considered highly probable.

Section 7 – Risk Management

Credit Risk

The Corporation's exposure to credit risk is managed through risk management policies and procedures with 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 or Mongolian banks. Recently, there have been rumors that various commercial banks in Mongolia could fail. There is no way to tell if these rumors are accurate however, starting in early July, the Corporation has had difficulty in converting Mongolian Tögrög into U.S. Dollars. If banks are unwilling or unable to give the Corporation access to its U.S. Dollar deposits, the Corporation could experience severe liquidity issues.

The Corporation is exposed to credit risk as an owner of real estate in which tenants may become unable to pay contracted rents. The Corporation mitigates this risk by carrying out due diligence on significant tenants. The Corporation's properties are diversified across residential and commercial classes. Historically, bad debts have not been a substantial expense for the Corporation. Recently, the Corporation has experienced an increase in late rental payments. The Corporation believes that it will collect all of this debt, but there is no certainty that this will occur.

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, 2018.

As at December 31, 2018, the Corporation had working capital of $3,576,144 (2017- $4,346,337) comprised of cash and cash equivalents, other assets, net of trade and accrued liabilities and income taxes payable. Management considers the funds on hand to be sufficient to meet its ongoing obligations.

As of December 31, 2018, the Corporation's only material contractual obligations is the repayment of its credit facility of up to $1,300,200 in December 2019. To date the Corporation has only drawn on $680,902 of this facility.

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.

Property Title Risk

Mongolian law has strong protections for property assets; however, implementation of Mongolian law is often arbitrary, with high degrees of corruption and incompetence. Additionally, laws frequently change, which can invalidate a property title. To date, the Corporation has only had one of its property assets confiscated by the Government of Mongolia; however, the Corporation believes that there is a possibility that it will have additional assets confiscated by the Government of Mongolia or stolen by private individuals during future periods. The Corporation is currently not aware of any individual asset that is in imminent danger of being confiscated or stolen.

Currency Risk

The Corporation owns properties located in Mongolia and collects rental revenue in Mongolian Tögrög, and is therefore subject to foreign currency fluctuations that may impact its financial position and results. Changes in the Mongolian Tögrög, U.S. dollar and Canadian dollar foreign currency exchange rates impact the fair value of securities denominated in Mongolian Tögrög and in U.S. dollars. All of the Corporation's revenues are received in Mongolian Tögrög while approximately half of the Corporation's expenses are incurred in U.S. and Canadian Dollars. Therefore, a depreciation in the Mongolian Tögrög against the US and Canadian Dollar will reduce EBITDA. The exchange rate continues to be volatile and there is an expectation that volatility may continue for the foreseeable future.

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. The Corporation's management believes that the Corporation has sufficient resources to carry on its business and remain a going concern.

MGG holds the majority of its assets, investments and operations in the nation of Mongolia. Mongolia is presently experiencing drastic changes in its economy. Economic volatility and uncertainty in Mongolia could result in inflation, hyperinflation, economic stagnation, political extremism, and other similarly detrimental scenarios which could materially harm the Corporation.

Preliminary growth estimates according to the National Statistics Office for 2018 was 6.9% year-over-year, while inflation estimates were 8.1% according to Mongol Bank. Management cautions investors that official economic numbers often deviate materially from actual underlying economic conditions.

Depending on the requirements of MGG's businesses, additional funds may be required to be raised in the capital markets and there is no guarantee that sufficient funds raised will be available to complete a financing required to augment the Corporation's operations.

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. Management believes that there are material currency risks associated to certain Financial Instruments of the Corporation as they are held in Mongolian Tögrög. For further discussion of financial instrument risks, see the Insurance and Financial Risk Management note (Note 15 on December 31, 2018 Financial Statements).

Unless the context otherwise requires, references to the "Corporation" include the Corporation and its subsidiaries and affiliates collectively, including Mongolia (Barbados) Corp.

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.

Property Specific Risk

The Corporation currently has a standing agreement with the owner of a 42 sq. meter apartment which has been included in one of the Corporation's properties classified as land and development. The agreement entitles the owner of the apartment to 84 sq. meters of space on the first floor of a new building to be built on this land. In this agreement, the Corporation had an obligation to complete the construction of a new building by the end of 2017 and the agreement was not extended. A liability of $141,887 is currently included in the Corporation's balance sheet to reflect this liability. In addition, the Corporation has recognized a $1,711,065 (2017 - $1,585,120) unrealized fair value loss on this property in excess of the fair value adjustment calculated using the valuation approaches described. This adjustment is Management's estimate of the market's perception of the risk related to this agreement. While the Corporation has received legal advice that it is not at a substantial risk of losing the property in question, interpretations of Mongolian law can be varied and arbitrary. The Corporation cautions investors that should it lose this property, it would result in a material reduction in the Corporation's overall assets and fair value (4.7 million dollars current carrying value). In addition, there is the potential that the 84 sq. meter liability could inhibit the sale or development of this asset in future periods..

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 with respect to 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 which 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 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 credit worthiness, 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 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 their 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.

Accounting standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2018 or later and have not been applied in preparing these consolidated financial statements. Those which are relevant to the Corporation are set out below. The Corporation does not plan to adopt these standards early and is continuing to evaluate the impact of such standards.

IFRS 16 – Leases

IFRS 16 replaces IAS 17 Leases and related interpretations. The core principle is that a lessee recognize assets and liabilities for all leases with a lease term of more than 12 months. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Assets and liabilities arising from a lease are initially measured on a present value basis. The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. The new standard is intended to provide a faithful representation of leasing transactions, in particular those that do not currently require the lessees to recognize an asset and liability arising from an operating lease. IFRS 16 is effective for annual periods beginning on January 1, 2019.

To prepare for this standard the Company reviewed its existing agreements to determine whether the accounting for any leases would be impacted from adopting IFRS 16. The Company is primarily party to agreements in which it is the lessor, for which the accounting has remained substantially unchanged. As a whole the Company's analysis concluded that there would be no material impact from adoption.

Additional Information

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

Mongolia Growth Group Ltd.
Consolidated Financial Statements

December 31, 2018
(expressed in Canadian dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Mongolia Growth Group Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Mongolia Growth Group Ltd. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017 and the consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Erez Bahar.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

April 16, 2019

Mongolia Growth Group Ltd.

Consolidated Statements of Financial Position

As at December 31

(Expressed in Canadian dollars)

	2018 $	2017 $
Assets		
Current assets		
Cash (note 5)	745,411	1,640,771
Marketable securities (note 6)	3,946,202	2,816,624
Other assets (note 7)	117,556	406,019
	4,809,169	4,863,414
Non-current assets		
Investment properties (note 8)	24,415,860	22,887,521
Property and equipment (note 9)	1,792,794	1,654,896
	26,208,654	24,542,417
Total assets	**31,017,823**	**29,405,831**
Liabilities		
Current liabilities		
Trade payables and accrued liabilities (note 10)	542,913	507,534
Income taxes payable	9,210	9,543
Short term debt (note 11)	680,902	-
	1,233,025	517,077
Non-current liabilities		
Deferred income tax liability (note 12)	737,493	502,426
Long term debt (note 11)	-	629,748
Total liabilities	**1,970,518**	**1,649,251**
Equity		
Share capital (note 13)	53,625,230	53,751,473
Contributed surplus	6,849,976	6,849,976
Accumulated other comprehensive loss	(13,226,649)	(13,086,274)
Deficit	(18,201,252)	(19,758,595)
Total equity	**29,047,305**	**27,756,580**
Total equity and liabilities	**31,017,823**	**29,405,831**

Commitment and contingencies (note 17)

Subsequent events (note 21)

Approved by the Board of Directors

“ Robert Scott ” Director *“ Brad Farquhar ”* Director

Mongolia Growth Group Ltd.

Consolidated Statements of Operations

For the years ended December 31

(Expressed in Canadian dollars)

	2018 $	2017 $
Revenue		
Rental income	1,384,840	1,471,344
Gain on disposal of investment property	38,592	247,200
Other revenue	48,217	53,698
Total revenue	**1,471,649**	**1,772,242**
Expenses		
Salaries and wages	543,888	821,593
Other expenses (note 20)	1,265,284	944,299
Depreciation (note 9)	77,361	81,249
Total operating expenses	**(1,886,533)**	**(1,847,141)**
Interest income	21,847	26,133
Unrealized gain (loss) on fair value adjustment on Investment properties (note 8)	1,892,577	(2,758,843)
Reversal of impairment loss of property and equipment (note 9)	198,520	-
Impairment of other assets	-	(210,188)
Unrealized loss on marketable securities (note 6)	(608,297)	(371,197)
Realized gain on marketable securities (note 6)	995,716	63,809
Foreign currency gain (loss)	(185,790)	5,839
Finance costs	(84,620)	(5,794)
Recovery of tax	-	147,174
Total other income and expenses	**2,229,953**	**(3,103,067)**
Net income (loss) before income taxes	**1,815,069**	**(3,177,966)**
Income taxes (note 12)	(257,726)	80,752
Net income (loss) for the year	**1,557,343**	**(3,097,214)**
Net income (loss) per share (note 13)		
Basic		
From net income (loss) for the year	0.05	(0.09)
Diluted		
From net income (loss) for the year	0.05	(0.09)

The accompanying notes are an integral part of these consolidated financial statements.

Mongolia Growth Group Ltd.

Consolidated Statements of Comprehensive Income (Loss)

For the years ended December 31

(Expressed in Canadian dollars)

	2018 $	2017 $
Net income (loss) for the year	1,557,343	(3,097,214)
Other comprehensive loss		
Items that may be subsequently reclassified to income or loss		
Unrealized losses on translation of financial statement operations with Mongolian Tögrög functional currency to Canadian dollar reporting currency	(140,375)	(1,299,746)
Total comprehensive income (loss)	**1,416,968**	**(4,396,960)**

The accompanying notes are an integral part of these consolidated financial statements.

Mongolia Growth Group Ltd.

Consolidated Statements of Changes in Equity

For the years ended December 31

(Expressed in Canadian dollars)

	Share capital $	Contributed surplus $	Accumulated other comprehensive loss $	Deficit $	Total $
Balance at January 1, 2017	54,130,373	6,849,976	(11,786,528)	(16,661,381)	32,532,440
Net loss for the year	-	-	-	(3,097,214)	(3,097,214)
Other comprehensive loss	-	-	(1,299,746)	-	(1,299,746)
	54,130,373	6,849,976	(13,086,274)	(19,758,595)	28,135,480
Share repurchase	(378,900)	-	-	-	(378,900)
Balance at December 31, 2017	53,751,473	6,849,976	(13,086,274)	(19,758,595)	27,756,580

	Share capital $	Contributed surplus $	Accumulated other comprehensive loss $	Deficit $	Total $
Balance at January 1, 2018	53,751,473	6,849,976	(13,086,274)	(19,758,595)	27,756,580
Net income for the year	-	-	-	1,557,343	1,557,343
Other comprehensive loss	-	-	(140,375)	-	(140,375)
	53,751,473	6,849,976	(13,226,649)	(18,201,252)	29,173,548
Share repurchase	(126,243)	-	-	-	(126,243)
Balance at December 31, 2018	53,625,230	6,849,976	(13,226,649)	(18,201,252)	29,047,305

The accompanying notes are an integral part of these consolidated financial statements.

Mongolia Growth Group Ltd.

Consolidated Statements of Cash Flow

As at December 31, 2018

	2018 $	2017 $
Cash provided by (used in)		
Operating activities		
Net income (loss) for the year	1,557,343	(3,097,214)
Items not affecting cash		
Depreciation (note 9)	77,361	81,249
Deferred taxes	235,067	(121,909)
Allowance for doubtful tax receivables (note 7)	(35,642)	(36,078)
Realized loss on disposal of property and equipment	511	-
Realized gain on disposal of investment properties (note 8)	(38,592)	(247,200)
Reversal of impairment loss of property and equipment (note 9)	(198,520)	-
Impairment of other assets	-	210,188
Unrealized loss on marketable securities (note 6)	608,297	371,197
Realized gain on marketable securities	(995,716)	(63,809)
Unrealized (gain) loss on fair value adjustment on investment properties (note 8)	(1,892,577)	2,758,843
	(682,468)	**(144,733)**
Net change in non-cash working capital balances (note 18)	70,724	(200,305)
	(611,744)	**(345,038)**
Financing activities		
Share repurchase (note 13)	(126,243)	(378,900)
Proceeds from bank loan (note 11)	-	648,880
	(126,243)	**269,980**
Investing activities		
Net purchases of marketable securities (note 6)	(889,494)	(1,924,157)
Net disposal (acquisition) of property and equipment	(21,978)	(617)
Net acquisition of other assets (note 7)	-	(196,004)
Disposal of investment properties, net of taxes (note 8)	547,955	2,113,755
	(363,517)	**(7,023)**
	(1,101,504)	**(82,081)**
Effect of exchange rates on cash	206,144	(158,635)
Increase (decrease) in cash	(895,360)	(240,716)
Cash – Beginning of year	1,640,771	1,881,487
Cash – End of year	**745,411**	**1,640,771**

*Supplementary cash flow information (note 18)

The accompanying notes are an integral part of these consolidated financial statements.

1 Corporate information

Mongolia Growth Group Ltd. (MGG or the Company) was incorporated in Alberta on December 17, 2007, and is a real estate investment and development Company operating through the ownership of commercial investment property assets in Ulaanbaatar, Mongolia.

The Company's common shares were previously listed on the Canadian Securities Exchange (CSE). On January 9, 2013, the Company filed an application for the de-listing of the common shares from the CSE and filed an application for the listing of common shares on the TSX Venture Exchange (TSXV). The Company is now listed on the TSXV, having the symbol YAK.

MGG has one wholly-owned subsidiary at December 31, 2018, Mongolia (Barbados) Corp. Mongolia (Barbados) Corp. owns the wholly-owned subsidiaries MGG Properties LLC and Big Sky Capital LLC. Big Sky Capital LLC owns the wholly-owned subsidiaries, Carrollton LLC, Biggie Industries LLC, Orpheus LLC, Endymion LLC, Zulu LLC, Crescent City LLC and Oceanus LLC (together "the investment property operations"). The investment property operations are conducted in Big Sky Capital LLC and its subsidiaries. No active business operations occur in Oceanus LLC at this time. MGG's marketable securities are currently held in a brokerage account owned by Mongolia (Barbados) Corp.

The Company is registered in Alberta, Canada, with its Head Office at its registered and records address at Centennial Place, East Tower, 1900, 520 - 3rd Avenue S.W. Calgary, Alberta, Canada T2P 0R3. The Company's Canadian headquarters are located at 100 King Street West, Suite 5600, Toronto, Ontario, M5X 1C9, Canada. The Company's Mongolian investment property operations are based out of its office located at the MGG Properties Building on Seoul St. in Ulaanbaatar, Mongolia.

At December 31, 2018, the Company is organized into two segments based on the business operations:

- Big Sky Capital LLC and its subsidiaries own investment properties which are located in Ulaanbaatar, Mongolia and are held for the purpose of generating rental revenue, capital appreciation, and/or redevelopment; and
- The MGG Corporate office is located in Toronto, Canada.

2 Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB). The significant accounting policies used in the preparation of these consolidated financial statements are summarized in note 3.

These financial statements have been prepared on a going concern basis, meaning that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations.

The consolidated financial statements, including the notes to the consolidated financial statements, are presented in Canadian dollars ($) which is the Company's presentation currency and the functional currency of the parent Company. The functional currency of the Company's operating subsidiaries is the Mongolian National Tögrög (MNT).

These consolidated financial statements were approved by the Board of Directors of the Company for issue on April 16, 2019.

3 Significant accounting policies

a. Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, as modified by the revaluation of investment properties at fair value.

b. Basis of consolidation

These consolidated financial statements include the accounts of MGG and its wholly-owned subsidiaries. Subsidiaries are entities controlled by MGG. Control exists when MGG is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiaries are prepared for the same reporting year as MGG, using consistent accounting policies. InterCompany balances and transactions, and any unrealized income and expenses arising from interCompany transactions, are eliminated in preparing the consolidated financial statements. Upon the disposal of a subsidiary, amounts previously recognized in other comprehensive income in respect of that entity, are reclassified to income or loss.

c. Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive.

The classification determines the method by which the financial assets are carried on the balance sheet subsequent to inception and how changes in value are recorded. Cash and receivables are measured at amortized cost with subsequent impairments recognized in profit or loss and marketable securities are classified as FVTPL.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the

c. Financial instruments (continued)

impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the balance sheet subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities, short term debt, and long term debt are classified as other financial liabilities and carried on the balance sheet at amortized cost.

As at December 31, 2018, the Company does not have any derivative financial liabilities.

Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Marketable securities are classified as fair value through profit or loss. Financial assets and liabilities recorded at fair value in the consolidated statement of financial position are measured and classified in a hierarchy consisting of three levels for disclosure purposes. The three levels are based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to its valuation. The input levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

- The Company defines active markets based on the frequency of valuation and any restrictions or illiquidity on disposition of investments. The size of the bid/ask spread is used as an indicator of market activity for fixed maturity securities. Fair value is based on market price data for identical assets obtained from the investment custodian, investment managers or dealer markets. The Company does not adjust the quoted price for such instruments.

Level 2: Quoted prices in markets that are not active or inputs that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices)

- Level 2 inputs include observable market information, including quoted prices for assets in markets that are considered less active. Fair value is based on or derived from market price data for same or similar instruments obtained from the investment custodian, investment managers or dealer markets.

Level 3: Unobservable inputs that are supported by little or no market activity and are significant to the estimated fair value of the assets or liabilities

- Level 3 assets and liabilities would include financial instruments whose values are determined using internal pricing models, discounted cash flow methodologies, or similar techniques that are not based on observable market data, as well as assets or liabilities for which the determination of estimated fair value requires significant Management judgement or estimation.
- The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies.

The levels of the fair value inputs used in determining estimated fair value of the Company's financial assets at fair value through profit or loss as at December 31, 2018 and 2017, is shown below.

		Estimated fair values		
	December 31, 2018	Level 1	Level 2	Level 3
Marketable securities	$ 3,946,202	$ 3,946,202	-	-
	$ 3,946,202	**$ 3,946,202**	**-**	**-**

		Estimated fair values		
	December 31, 2017	Level 1	Level 2	Level 3
Marketable securities	$2,816,624	$2,816,624	-	-
	$2,816,624	**$2,816,624**	-	-

At December 31, 2018 and 2017 there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as level 2 and 3 in the fair value hierarchy above.

d. Investment properties

Investment properties include properties held to earn rental revenue, for capital appreciation, and/or for redevelopment. Investment properties are initially measured at fair value which is most often the purchase price plus any directly attributable expenditures. Investment properties are subsequently measured at fair value, which reflects market conditions at the date of the consolidated statement of financial position. Gains or losses arising from changes in the fair value of investment properties are recognized in the consolidated statement of operations in the year they arise. A key characteristic of an investment property is that it generates cash flows largely independently of the other assets held by an entity.

d. Investment properties (continued)

Subsequent expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the consolidated statement of operations during the financial period in which they occur. Substantially all of the Company's income generating properties and properties under development are investment properties.

Properties under development are measured at cost.

Certain land leases held under an operating lease are classified as investment properties when the definition of an investment property is met. At inception these leases are recognized at the lower of the fair value of the property and the present value of the minimum lease payments.

Some properties may be partially occupied by the Company, with the remainder being held for rental income or capital appreciation. If that part of the property occupied by the Company can be sold separately, the Company accounts for the portions separately. The portion that is owner-occupied is accounted for under IAS 16, and the portion that is held for rental income, capital appreciation or both is treated as investment property under IAS 40. When the portions cannot be sold separately, the whole property is treated as investment property only if an insignificant portion is owner-occupied. The Company considers the owner-occupied portion as insignificant when the property is more than 90% held to earn rental income or capital appreciation. In order to determine the percentage of the portions, the Company uses the size of the property measured in square metres.

The fair value of investment properties was based on the nature, location and condition of the specific asset. The fair value is calculated at December 31 on the majority of investment properties by an independent, professional, qualified appraisal firm, whose appraisers hold recognized relevant, professional qualifications and who have recent experience in the locations and categories of the investment properties valued. The remaining investment properties' fair value was calculated by Management and was performed by qualified individuals with recent experience in the locations and categories of the investment properties valued.

Investment property purchases where the Company has paid either the full or partial purchase price to the seller, but the Company has not yet received the official land or building title from the Mongolian Property office are recorded as Prepaid deposits on investment properties and classified within other assets.

e. Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are categorized as held for sale at the point in time when the asset or disposal group is available for immediate sale, Management has committed to a plan to sell and is actively locating a buyer at a sales price that is reasonable in relation to the current fair value of the asset, and the sale is probable and expected to be completed within a one year period. Investment properties measured under the fair value model and held for sale continue to be measured by the guidelines of IAS 40 – Investment Property. All other assets held for sale are stated at the lower of carrying amounts and fair value less selling costs. An asset that is subsequently reclassified as held and in use, with the exception of investment property measured under the fair value model, is measured at the lower of its recoverable amount and the carrying value that would have been recognized had the asset never been classified as held for sale.

f. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The Company's specific revenue recognition criteria are as follows:

i) Rental revenue

The Company has not transferred substantially all of the benefits and risk of ownership of its investment properties, and therefore, the Company accounts for leases with its tenants as operating leases. Rental revenue includes all amounts earned from tenants related to lease agreements including property tax and operating cost recoveries.

The Company reports rental revenue on a straight-line basis, whereby the total amount of cash to be received under a lease is recognized into earnings in equal periodic amounts over the term of the lease.

Contingent rents are recognized as revenue in the period in which they are earned.

Amounts payable by tenants to terminate their lease prior to their contractual expiry date (lease cancellation fees) are included in rental revenue at the time of cancellation.

Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset. Tenant incentives are recognized as a reduction of rental revenue on a straight-line basis over the term of the lease.

ii) Investment income

Investment income is recorded as it accrues using the effective interest method.

g. Cash

Cash includes cash held at banks or on hand and demand deposits.

h. Property and equipment

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in a manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Property and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses. All repairs and maintenance costs are charged to the consolidated statement of operations during the period in which they occur.

h. Property and equipment (continued)

Depreciation is recognized in the consolidated statement of operations and is provided on a straight-line basis over the estimated useful life of the assets as follows:

Buildings	Straight-line over 40 years
Furniture and fixtures	Straight-line over 5 to 10 years
Equipment	Straight-line over 1 to 5 years
Vehicles	Straight-line over 10 years

Impairment reviews are performed when there are indicators that the net recoverable amount of an asset may be less than the carrying value. The net recoverable amount is determined as the higher of an asset's fair value less cost to dispose and value in use. Impairment is recognized in the consolidated statement of operations, when there is objective evidence that a loss event has occurred which has impaired future cash flows of an asset. In the event that the value of previously impaired assets recovers, the previously recognized impairment loss is recovered in the consolidated statement of operations at that time.

An item of property and equipment is derecognized upon disposal or when no further economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of operations in the period the asset is derecognized.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

i. Income taxes

Income taxes are comprised of both current and deferred taxes. Current tax and deferred tax are recognized in the statement of operations except to the extent that it relates to items recognized in Other Comprehensive Income ("OCI") or directly in equity. In this case, the tax is recognized in OCI or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated statement of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income and are measured at the amount expected to be recovered from or paid to the taxation authorities for the current and prior periods.

Deferred income tax assets and liabilities are recorded for the expected future income tax consequences of events that have been included in the consolidated financial statements or income tax returns. Deferred income taxes are provided for using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases for assets and liabilities and for certain carry-forward items, such as losses and tax credits not utilized from prior years. However, if the deferred income tax arises from initial recognition of an asset or a liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income, it is not accounted for.

i. Income taxes (continued)

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where, in the opinion of Management, it is probable that future taxable profit will be available against which the deferred tax asset can be realized. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates, on the date the changes in tax laws and rates have been enacted or substantively enacted.

j. Foreign exchange transactions

Foreign currency transactions are translated at the rate of exchange in effect on the dates they occur. Gains and losses arising as a result of foreign currency transactions are recognized in the current year consolidated statement of operations. At reporting dates, monetary items are translated at the closing rate of exchange in effect at the consolidated statement of financial position date.

Translation of foreign operations

For the purpose of the consolidated financial statements, the results and financial position of the Mongolian operations are expressed in Canadian dollars, which is the functional currency of the parent, and the presentation currency of the consolidated financial statements.

The Company translates the assets, liabilities, income and expenses of its Mongolian operations which have a functional currency of Mongolian Tögrög, to Canadian dollars on the following basis:

- Assets and liabilities are translated at the closing rate of exchange in effect at the consolidated statement of financial position date.
- Income and expense items are translated using the average rate for the month in which they occur, which is considered to be a reasonable approximation of actual rates.
- Equity items are translated at their historical rates.
- The translation adjustment from the use of different rates is included as a separate component of equity, in accumulated other comprehensive income.

k. Comprehensive income

Comprehensive income consists of net income (loss) and OCI. OCI includes changes in unrealized gains (losses) on the translation of financial statement operations with Mongolian Tögrög functional currency.

l. Share capital and deferred share issuance costs

Ordinary shares issued by the Company are classified as equity. Costs directly identifiable with the raising of capital will be charged against the related share issue, net of any tax effect. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share issuance or charged to operations if the shares are not issued.

m. Share based payment

The Company offers share based payment plans for directors, executive management, key employees and other key service providers. The purpose of the share based payment plan is to enhance the ability of the Company to attract and retain Directors, executive management, key employees and other key service providers whose training, experience and ability will contribute to the effectiveness of the Company and to directly align their interests with the interests of shareholders.

The Company's share based payment plans provide for the granting of stock options to independent directors, executive management, key employees and other key service providers. Each stock option entitles the participant to receive one common share and can only be settled with the issuance of common shares, and as a result, is deemed to be an equity-settled share based payment transaction. Additionally, the Company will at times grant restricted stock of the Company under the terms of the Restricted Stock Award Plan. Restrictions on such shares are removed as the vesting conditions are met. For restricted shares, the holder is entitled to all dividend payments during the vesting period. Share based payment expense is measured based on the fair market value of the Company's shares at the grant date. The associated compensation expense is recognized over the vesting period or service period, whichever is shorter based on the number of rewards that are expected to vest.

Share based payment arrangements to other key service providers in which the Company receives properties, goods or services as consideration for its own equity instruments are measured at fair value.

The fair value of stock options granted is measured using the Black-Scholes option pricing model. The fair value of restricted shares granted is measured using the market price of the Company's shares.

Agent options granted as compensation for the issuance of shares are charged to share issue costs.

Any consideration received upon the exercise of stock options is credited to common shares. In the event that vested stock options expire without being exercised, previously recorded compensation costs associated with such options are not reversed.

n. Earnings (loss) per share

For both continuing and discontinued operations, the Company presents basic and diluted earnings (loss) per share (EPS) data for its common shares. Basic EPS is calculated by dividing the results of operations attributable to ordinary shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the results of operations attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which comprise share options.

o. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of operations, has been identified as the Chief Executive Officer. The Company is now managed as two operating segments based on how information is produced internally for the purpose of making operating decisions. The segments are defined as investment property operations and corporate.

p. Leases

The Company has entered into Mongolian government land leases on some of its investment properties. The Company, as a lessee, has determined, based on an evaluation of the terms and conditions of the arrangements, that these land leases meet the definition of an investment property and has classified them as such. At inception, these leases are recognized at the lower of the fair value of the property and the present value of the minimum lease payments.

The Company has entered into commercial and residential property leases on its investment properties. The Company as a lessor, has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains the significant risks and rewards of ownership of these properties and therefore accounts for these agreements as operating leases.

q. Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense of any provision is recognized in the consolidated statement of operations net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a borrowing cost.

Contingent liabilities are disclosed if there is a possible future obligation as a result of a past event, or if there is a present obligation as a result of a past event but either a payment is not probable or the amount cannot be reasonably estimated.

r. Marketable Securities

The Company presents results from trading marketable securities on both a realized and unrealized basis separately in profit and loss. A realized gain or loss is recorded upon transfer of ownership of a marketable security, calculated as proceeds (net of broker fees) less its cost which is measured on a first-in-first-out (“FIFO”) basis. Unrealized gains and losses are the fair value adjustments to positions still held at reporting dates. Any margin borrowings are offset to marketable securities because the Company has both the legal right and intention to settle these positions on a net basis with the related marketable securities.

s. Current Accounting Policy Changes

The Company has adopted the following revised standards, along with any consequential amendments, effective January 1, 2018.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 was issued in May 2014 and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognising revenue.

The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018.

In accordance with this new standard, the Company adopted IFRS 15 using the modified retrospective method. In applying IFRS 15, the Company used the practical expedient that permits contracts which were completed prior to the transition date to not be assessed. As a result of adopting IFRS 15, there were no adjustments to the balance sheet as at January 1, 2018.

IFRS 9 Financial Instruments

IFRS 9, Financial Instruments, first issued in November 2009 with final version released in July 2014 by the IASB, brings together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39. IFRS 9 introduces a principles-based approach to the classification of financial assets based on an entity's business model and the nature of the cash flows of the asset. All financial assets, including hybrid contracts, are measured as at fair value through profit and loss (FVTPL), fair value through OCI or amortized cost.

For financial liabilities, IFRS 9 includes the requirements for classification and measurement previously included in IAS 39.

IFRS 9 also introduces an expected loss impairment model for all financial assets not as at FVTPL. The model has three stages: (1) on initial recognition, 12-month expected credit losses are recognized in profit or loss and a loss allowance is established; (2) if credit risk increases significantly and the resulting credit risk is not considered to be low, full lifetime expected credit losses are recognized; and (3) when a financial asset is considered credit-impaired, interest revenue is calculated based on the carrying amount of the asset, net of the loss allowance, rather than its gross carrying amount.

Finally, IFRS 9 introduces a new hedge accounting model that aligns the accounting for hedge relationships more closely with an entity's risk management activities. The standard is effective for annual periods beginning on or after January 1, 2018.

The Company has adopted IFRS 9, "Financial Instruments" ("IFRS 9"), effective January 1, 2018. As the Company has historically classified its marketable securities as FVTPL, the adoption of IFRS 9 has not resulted in adjustments to the balance sheet as at January 1, 2018.

IAS 40 Investment Properties

IAS 40, "Investment Properties" ("IAS 40"), was amended to clarify when an entity should transfer property, including property under construction or development into, or out of investment property.

s. Current Accounting Policy Changes (continued)

The revised standard states that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use.

This amendment did not have an impact on the Company's condensed consolidated financial statement

t. Accounting standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2018 and have not been applied in preparing these consolidated financial statements. Those which are relevant to the Company are set out below. The Company does not plan to adopt these standards early and is continuing to evaluate the impact of such standards.

IFRS 16 – Leases

IFRS 16 replaces IAS 17 Leases and related interpretations. The core principle is that a lessee recognize assets and liabilities for all leases with a lease term of more than 12 months. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Assets and liabilities arising from a lease are initially measured on a present value basis. The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. The new standard is intended to provide a faithful representation of leasing transactions, in particular those that do not currently require the lessees to recognize an asset and liability arising from an operating lease. IFRS 16 is effective for annual periods beginning on January 1, 2019.

To prepare for this standard the Company reviewed its existing agreements to determine whether the accounting for any leases would be impacted from adopting IFRS 16. The Company is primarily party to agreements in which it is the lessor, for which the accounting has remained substantially unchanged. As a whole the Company's analysis concluded that there would be no material impact from adoption.

IFRIC 23 - Uncertainty over Income Tax Treatments

New standard to clarify the accounting for uncertainties in income taxes. The interpretation provides guidance and clarifies the application of the recognition and measurement criteria in IAS 12 "Income Taxes" when there is uncertainty over income tax treatments. The interpretation is effective for annual periods beginning on or after January 1, 2019. The Company does not expect a material impact from adopting IFRIC 23 on its consolidated statements.

4 Significant accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires Management to make estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgements 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 results may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net income (loss) in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

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

- Fair value of investment properties – The estimate of fair value of investment properties is the most critical accounting estimate to the Company. An external appraiser estimates the fair value of the majority of investment properties by dollar value annually. The remaining balance of investment properties was valued internally. The fair value of investment properties is based on the nature, location and condition of the specific asset. The fair value of investment properties represents an estimate of the price that would be made in an arm's length transaction between knowledgeable, willing parties. This fair value assumes that the Company is in possession of the property's land and property titles where applicable. Management judges that the Company has the appropriate titles for each of the properties classified as Investment properties.

- The Company operates in the emerging real estate market of Mongolia, which given its current economic, political and industry conditions, gives rise to an increased inherent risk given the lack of reliable and comparable market information. The significant estimates underlying the fair value determination are disclosed in note 8. Changes in assumptions about these factors could materially affect the carrying value of investment properties.

- Valuation of marketable securities and investments - The Company recognizes marketable securities and investments 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, judgment is required to establish fair values.

  Operating environment of the Company – Mongolia displays many characteristics of an emerging market including relatively high inflation and interest rates. The tax and customs legislation in Mongolia is subject to varying interpretations and frequent changes. The future economic performance of Mongolia is tied to the continuing demand from China and global prices for commodities as well as being dependent upon the effectiveness of economic, financial and monetary measures undertaken by the Government of Mongolia together with tax, legal, regulatory and political developments. Management is unable to predict all developments that could have an impact on the Mongolian economy and consequently what effect, if any, they could have on the future financial position of the Company.

4 Significant accounting estimates and judgements (continued)

Significant judgements made in the preparation of these Consolidated Financial Statements include the following:

- 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. The Company 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.

- As at December 31, 2018 and 2017, Management has made the judgment that none of the Company's assets meet the criteria to be classified as held for sale. While this is due to a number of factors, a primary reason is that due to the conditions of the Mongolian economy and the lack of liquidity in the market, Management was unable to conclude that the sale of any significant size asset could be considered highly probable.

- Judgement is required in determining whether the Company's Investment property and land use rights titles are at risk. As at December 31, 2018 and 2017, Management has made the judgment that Investment properties whereby the land title has recently expired, but is expected to be renewed in the near future should continue to be classified as Investment properties. Newly acquired properties whereby the Company is not currently in possession of the appropriate titles but does not expect there to be issues in receiving the titles, are classified as prepaid deposits on investment properties. Properties whereby Management judges that the Company's titles are at risk, have been impaired to reflect the level of risk estimated by Management.

5 Cash

Cash at banks earns interest at floating rates based on daily bank deposit rates. The component of cash accounts currently consists only of cash amounts held in banks or on hand.

The following table discloses the geographical location of cash:

	2018 $	2017 $
Barbados	1,483	79,034
Canada	458,787	946,834
Mongolia	285,141	614,903
Total cash	**745,411**	**1,640,771**

Cash is not collateralized. The carrying amount of cash approximates fair value.

The credit quality of cash balances may be summarized based on Standard and Poor's ratings or equivalents of Moody's and/or Fitch ratings. The credit quality at December 31 was as follows:

	2018 $	2017 $
Cash on hand	2,139	4,478
A or A+ rated	423,087	881,751
B- or B+ rated	283,002	610,425
Unrated	37,183	144,117
Total cash	**745,411**	**1,640,771**

The unrated balance relates to one private bank in Barbados (2017 – one), one brokerage company in Canada (2017 – one) and one brokerage company in the United States (2017 – one).

6 Marketable Securities

	2018 $	2017 $
Common shares of public companies:		
Fair value - beginning of the year	2,816,624	1,184,825
Net purchases	1,109,237	1,924,157
Foreign exchange gains (losses)	(147,335)	15,030
Unrealized loss	(608,297)	(371,197)
Realized gain	995,716	63,809
Margin borrowings	(219,743)	-
Fair value - end of the year	**3,946,202**	**2,816,624**

7 Other assets

	2018 $	2017 $
Accounts receivable	92,280	147,421
less: Allowance for doubtful accounts	(13,806)	(49,448)
Prepaid expenses	39,082	22,756
Prepaid deposits on investment properties	-	285,290
	117,556	**406,019**

During the year, the Company acquired two property titles that were treated as prepaid deposits on investment properties ($295,960), therefore transferred these two properties to investment properties.

8 Investment properties

	2018 $	2017 $
Balance - beginning of year	22,887,521	29,501,350
Additions		
Acquisitions	-	131,387
Transfer from other asset	295,960	-
Disposals	(509,363)	(2,847,871)
Fair value adjustment	1,892,577	(2,758,843)
Foreign exchange adjustments	(150,835)	(1,138,502)
Balance – end of year	**24,415,860**	**22,887,521**

During the year ended December 31, 2018, the Company recorded a $1,892,577 unrealized fair value gain (2017 - $2,758,843 loss) on its investment properties.

During the year ended December 31, 2018, the Company sold three investment properties for cash consideration of $547,955, resulting net gain of $38,592 on these transactions. In comparison, during the year ended December 31, 2017, eight investment properties were sold for cash consideration of $3,095,071 resulting in net gain of $247,200 on these transactions.

Investment properties by major category are as follows:

	2018 $	2017 $
Office	2,103,862	1,923,500
Retail	14,160,720	13,686,179
Land and redevelopment sites	8,151,278	7,277,842
	24,415,860	**22,887,521**

Investment properties with an aggregate fair value of $14,087,466 (2017 - $13,176,208) and an office building classified as property and equipment of $1,723,044 (2017 - $1,576,743), were valued by an external independent valuation professional who is deemed to be a qualified appraiser who holds a recognized, relevant, professional qualification and who has recent experience in the locations and categories of the investment properties valued. The remaining balance of investment properties were valued internally.

The Company determined the fair value of investment properties using the income approach and the sales comparison approach, which are generally accepted appraisal methodologies.

Under the income approach, the methodology used was the direct capitalization approach which is based on rental income and yields. Rental incomes were based on current rent and reasonable and supportable assumptions that represent what knowledgeable, willing parties would assume about rental income from future rent in light of current conditions adjusted for non-recoverable property costs. Yields were determined using data from real estate agencies, market reports and property location among other things in determining the appropriate assumptions. Under this method, year one income is stabilized and capped at a rate deemed appropriate for each investment property.

8 Investment properties (continued)

The sales comparison approach analyzes all available information of sales of comparable properties that have recently taken place or have recently been marketed and adjusts the price to reflect differences in the property valued and sold.

The entire portfolio of investment properties has been valued using the income approach, the sales comparison approach or a combination thereof.

The Company currently has a standing agreement with the owner of a 42 sq. meter apartment which has been included in one of the Company's properties classified as land and redevelopment. The agreement entitles the owner of the apartment to 84 sq. meters of space on the first floor of a new building to be built on this land. In this agreement, the Company had an obligation to complete the construction of a new building by the end of fiscal 2017 and the agreement was not extended. A liability of $141,887 is currently included in the Company's trade payables and accrued liabilities (note 10) to reflect this liability. In addition, the Company has recognized an unrealized fair value loss of $1,711,065 (2017-$1,585,120) in excess of the fair value adjustment calculated using the valuation approaches described. This adjustment is Management's estimate of the markets perception of the risk related to this agreement.

Under the fair value hierarchy, the fair value of the Company's investment properties is considered a level three, as defined in note 3.

The key valuation assumptions for commercial investment properties are as follows:

			2018
	Maximum	**Minimum**	**Weighted-average**
Capitalization rate	11.0%	9.5%	10.0%

			2017
	Maximum	**Minimum**	**Weighted-average**
Capitalization rate	11.5%	9.5%	10.1%

8 Investment properties (continued)

The following sensitivity table outlines the impact of a 0.25% change in the weighted average capitalization rate on investment properties at December 31, 2018:

	Change to fair value if capitalization rate increased 0.25%	**Change to fair value if capitalization rate decreases 0.25%**
Commercial property	(100,445)	105,652

Additional valuation assumptions include the rental revenue per square meter, grade quality of the property and comparable market data.

Investment properties of $nil (2017 - $177,445) have no rental revenue associated with them at December 31, 2018.

Investment properties include land use rights held under operating leases with an aggregate fair value of $8,151,278 (2017 – $7,277,842) at December 31 2018.

Certain investment properties held by the Company are leased out by the Company under operating leases. The future minimum lease payments under non-cancellable leases are as follows:

	2018 **$**	**2017** **$**
Less than 1 year	1,242,141	1,137,557
Between 1 and 5 years	115,976	439,749
Beyond 5 years	-	-
	1,358,117	**1,577,306**

Direct operating expenses arising from investment properties that generated rental income during the year was $860,376 (2017 – $1,078,473). Direct operating expenses arising from investment properties that did not generate rental income during the year was $nil (2017 - $2,971).

The Company's operating leases, in which the Company is the lessor, are structured such that the weighted average length of the leases as December 31, 2018 was 7.6 months (10.8 months in December 2017), calculated as a percentage of monthly revenues.

9 Property and equipment

	Furniture and fixtures $	Equipment $	Buildings $	Total $
				2018
Cost				
At January 1	75,227	147,208	1,907,537	2,129,972
Additions	-	6,076	15,902	21,978
Disposals	(1,045)	(16,567)	-	(17,612)
Revarsal of impairment loss	-	-	198,520	198,520
Foreign exchange adjustment	(480)	(959)	(11,652)	(13,091)
At December 31	73,702	135,758	2,110,307	2,319,767

	Furniture and fixtures $	Equipment $	Buildings $	Total $
				2018
Accumulated depreciation				
At January 1	32,144	107,121	335,811	475,076
Depreciation	7,268	14,406	55,687	77,361
Disposals	(534)	(16,567)	-	(17,101)
Foreign exchange adjustment	(371)	(3,757)	(4,235)	(8,363)
At December 31	38,507	101,203	387,263	526,973
Net book value at December 31	35,195	34,555	1,723,044	1,792,794

During the year ended December 31, 2018 the Company recognized a reversal of impairment on its office building of $198,520 (2017 - $Nil) in profit and loss for reasons outlined in Note 8.

9 Property and equipment (continued)

	Furniture and fixtures $	Equipment $	Buildings $	Total $
				2017
Cost				
At January 1	78,957	185,081	1,994,297	2,258,335
Additions	-	1,383	-	1,383
Disposals	(1,805)	(30,729)	-	(32,534)
Foreign exchange adjustment	(1,925)	(8,527)	(86,760)	(97,212)
At December 31	75,227	147,208	1,907,537	2,129,972

	Furniture and fixtures $	Equipment $	Buildings $	Total $
				2017
Accumulated depreciation				
At January 1	26,204	127,984	298,286	452,474
Depreciation	7,449	17,626	56,174	81,249
Disposals	(1,039)	(30,729)	-	(31,768)
Foreign exchange adjustment	(470)	(7,760)	(18,649)	(26,879)
At December 31	32,144	107,121	335,811	475,076
Net book value at December 31	43,083	40,087	1,571,726	1,654,896

10 Trade payables and accrued liabilities

	2018 $	2017 $
Trade and accrued payables	231,167	192,150
Property commitment (note 8)	141,887	142,894
Security deposit	129,581	129,297
Unearned revenue	40,278	43,193
	542,913	**507,534**

The carrying amounts above reasonably approximate fair value at the consolidated statement of financial position date. All trade and other payables are current.

11 Short term and long term debt

	2018 $	2017 $
Current	680,902	-
Non-current	-	629,748
	680,902	**629,748**

In December 2017, the Company obtained a two year USD $1,000,000 credit facility through a commercial bank in Mongolia. The loan is secured by various property assets and guarantees from the Company's Mongolian subsidiaries.

The loan will bear interest at a simple monthly rate of 1.1% on all drawn amounts with re-payment of principal due 2 years following the draw date and is in-line with current interest rates in Mongolia. The Company made an initial draw of USD $500,000 during the year ended December 31, 2017 and has not drawn on the credit facility since this time.

The loan is to be repaid in December 2019. As such the non-current liability was transferred to current liabilities.

12 Income taxes

a) Effective tax rate

The income tax expense reflects an effective tax rate that differs from the combined tax rate for Canadian federal and provincial corporate taxes for the following:

	2018 $	2017 $
Net income (loss) before income taxes	1,815,069	(3,177,966)
Combined statutory tax rate	26.5%	26.5%
Tax payable (recoverable) based on statutory tax rate	481,000	(842,161)
Effect of:		
Permanent differences	263,000	278,094
Change in statutory, foreign tax, foreign exchange rates and other	(436,274)	179,315
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	(55,000)	-
Change in unrecognised deductible tax differences	5,000	304,000
Total income tax expense (recovery)	**257,726**	**(80,752)**
Provision for (recovery of) income taxes		
Current	22,659	41,157
Deferred	235,067	(121,909)

b) Deferred income taxes

Differences between IFRS and statutory taxation regulations in Mongolia give rise to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax bases.

The Company did not recognize a deferred tax asset in these Consolidated Financial Statements as there is uncertainty with regard to the recoverability of the asset for both the Canadian and Mongolian entities.

12 Income taxes (continued)

The significant components of the Company's deferred tax assets and liabilities are as follows:

	2018 $	2017 $
Deferred Tax Assets (liabilities)		
Property and equipment	51,000	48,000
Investment properties	(737,493)	(502,426)
Allowable capital losses	98,000	98,000
Non-capital losses available for future period	2,512,000	2,565,000
	1,923,507	2,208,574
Unrecognized deferred tax assets	(2,661,000)	(2,711,000)
Net deferred tax liability	**(737,493)**	**(502,426)**

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

Temporary Differences	2018	Expiry Date Range	2017	Expiry Date Range
Property and equipment	194,000	No expiry date	181,000	No expiry date
Allowable capital losses	371,000	No expiry date	162,000	No expiry date
Non-capital losses available for future period	9,480,000	2030 to 2038	9,679,000	2030 to 2037

Tax attributes are subject to review, and potential adjustment by tax authorities.

13 Share capital and contributed surplus

Common shares

The Company is authorized to issue an unlimited number of common and preferred shares.

The issued and outstanding common shares are as follows:

	Number of shares	Amount $
Balance, December 31, 2016	34,806,599	54,130,373
Shares re-purchased	-	(378,900)
Treasury stock cancelled	(1,110,000)	-
Balance, December 31, 2017	**33,696,599**	**53,751,473**
Shares re-purchased	-	(126,243)
Treasury stock cancelled	(452,600)	-
Balance, December 31, 2018	**33,243,999**	**53,625,230**

As at December 31, 2018, the Company held 107,000 (2017 -116,100) shares in treasury to be cancelled during the first quarter of 2019.

Stock options

The Company has established a share based payment plan (the "Plan") to encourage ownership of its shares by key management personnel (directors and executive management), employees and other key service providers, and to provide compensation for certain services. The Plan provides for the issuance of stock options in an aggregate number of up to 10% of the Company's issued and outstanding shares, calculated from time to time and are exercisable within a maximum of ten (10) years. The vesting period for all options is at the discretion of the directors. The exercise price will be set by the directors at the time of grant and cannot be less than the discounted market price of the Company's common shares. At December 31, 2018, the Company had 221,400 (2017 – 266,660) common shares available for the granting of future options under the new plan. The Company does not have any cash-settled transactions. Full details of the Company's option plan can be found in "Schedule C" of the Management Information Circular on the Company's website and filed on Sedar.

13 Share capital and contributed surplus (continued)

A summary of the Company's options as at December 31 and changes during the years then ended follows:

	December 31, 2018	Weighted average exercise price $	December 31, 2017	Weighted average exercise price $
Balance, beginning of the year	3,103,000	1.13	3,358,000	1.11
Options expired	-	-	(35,000)	1.90
Options cancelled	-	-	-	-
Options granted	-	-	-	-
Options exercised	-	-	-	-
Options forfeited	-	-	(220,000)	0.74
Balance, end of the year	3,103,000	1.13	3,103,000	1.13
Exercisable	3,103,000	1.13	3,103,000	1.13
Weighted remaining average life (years)	-	0.77	-	1.77

The Company recognizes share based payment expense for all stock options granted using the fair value based method of accounting. During the year ended December 31, 2018, the Company recognized $nil (2017 - $nil) in share based payment expense with respect to options vested during the year.

13 Share capital and contributed surplus (continued)

Options outstanding December 31, 2018

Number outstanding	Number exercisable	Weighted average remaining life (years)	Weighted average exercise price $
1,043,000	1,043,000	0.17	1.90
300,000	300,000	0.94	1.09
915,000	915,000	1.25	0.72
565,000	565,000	1.27	0.74
280,000	280,000	0.21	0.38
3,103,000	**3,103,000**	**0.77**	**1.13**

Options outstanding December 31, 2017

Number outstanding	Number exercisable	Weighted average remaining life (years)	Weighted average exercise price $
1,043,000	1,043,000	1.17	1.90
300,000	300,000	1.94	1.09
915,000	915,000	2.25	0.72
565,000	565,000	2.27	0.74
280,000	280,000	1.21	0.38
3,103,000	**3,103,000**	**1.77**	**1.13**

Restricted Stock Awards

The Company has also adopted a Restricted Stock Award plan (“the RSA Plan”) whereby it can grant RSAs to directors, officers, employees, and technical consultants of the Company. The maximum number of RSAs that may be reserved for issuance under the RSA Plan is limited to 200,000 Common Shares and will be subject to the aggregate limits set forth under the Option Plan, such that unvested Common Shares under the RSA Plan will be considered “Common Shares reserved for issuance” under the Share Option Plan. The Restricted Period in respect to the Restricted Shares shall end once the Restricted Shares shall become vested. One third of each grant of Restricted Shares will vest on each of the first, second and third anniversaries of the grant date.

The Company has granted restricted stock of the Company to certain individuals under the terms of the RSA plan of the Company, all of which have vested or been forfeited. Full details of the Company’s RSA plan can be found in “Schedule B” of the Management Information Circular on the Company’s website and filed on Sedar.

There were no RSAs outstanding at any time in fiscal 2018 or 2017.

13 Share capital and contributed surplus (continued)

Earnings per share

The following table summarizes the shares used in calculating earnings (loss) per share:

	2018 $	2017 $
Weighted average number of shares - basic	33,352,911	34,342,059
Effect of dilutive stock options	-	-
Weighted average number of shares - diluted	33,352,911	34,342,059

Basic earnings (loss) per share are derived by dividing net income (loss) for the year by the weighted average number of common shares outstanding for the period.

There have been no significant capital transactions from the reporting date to the date of this filing which have had a material impact on earnings per share.

14 Management of capital structure

The Company's objective when managing capital is to ensure the Company is capitalized in a manner which provides a strong financial position for its shareholders.

The Company's capital structure includes equity and working capital. In managing its capital structure, the Company considers future investment and acquisition opportunities, potential credit available and potential issuances of new equity. The Company's objective is to maintain a flexible capital structure that will allow it to execute its stated business. Upon acquiring investment properties and operating businesses, the Company will strive to balance its proportion of debt and equity within its capital structure in accordance with the needs of the continuing business. The Company may, from time to time, issue shares and adjust its spending to manage current and projected proportions as deemed appropriate.

	2018 $	2017 $
Current assets	4,809,169	4,863,414
Current liabilities	(1,233,025)	(517,077)
Working capital	**3,576,144**	**4,346,337**

The method used by the Company to monitor its capital is based on an assessment of the Company's working capital position relative to its projected obligations. At December 31, 2018, the Company's working capital was $3,576,144 (2017 - $4,346,337).

15 Financial risk management

The Board of Directors ensures that management has put appropriate risk management processes in place. Through the Audit Committee, the Board oversees such risk management procedures and controls. Management provides updates to the Audit Committee on a quarterly basis with respect to risk management.

15 Financial risk management (continued)

Catastrophe risk

During the year ended December 31, 2018, the Company obtained insurance on buildings and all permanent fixtures totalling approximately $13,500,000 (2017 - $15,600,000).

Credit risk

Credit risk is the risk of an unexpected financial loss to the Company if a third party fails to fulfill its performance obligations under the terms of a financial instrument. The Company's credit risk arises principally from the Company's cash and receivables.

The following table summarizes the Company's maximum exposure to credit risk on the consolidated statement of financial position. The maximum credit exposure is the carrying value of the asset, net of any allowances for loss.

	2018 $	**2017 $**
Cash	745,411	1,640,771
Accounts receivable	92,280	147,421
less: Allowance for doubtful accounts	(13,806)	(49,448)
Marketable Securities	3,946,202	2,816,624
Maximum credit risk exposure on the consolidated statement of financial position	**4,770,087**	**4,555,368**

The Company's exposure to credit risk is managed through risk management policies and procedures with emphasis on the quality of the investment portfolio. The majority of the funds invested are held in reputable Barbadian, Canadian or Mongolian banks (note 5).

The Company is exposed to credit risk as an owner of real estate in that tenants may become unable to pay the contracted rents. The Company mitigates this risk by carrying out appropriate credit checks and related due diligence on the significant tenants. The Company's properties are diversified across commercial classes.

Liquidity risk

Liquidity risk is the risk of having insufficient cash resources to meet financial obligations without raising funds at unfavourable rates or selling assets on a forced basis. Liquidity risk arises from the general business activities and in the course of managing the assets and liabilities. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. The liquidity requirements of the Company's business are met primarily by funds generated from operations, liquid investments and income and other returns received on investments. Cash provided from these sources is used primarily for investment property operating expenses.

As at December 31, 2018, the Company does not believe the current maturity profile of the Company lends itself to any material liquidity risk, taking into account the level of cash and marketable securities as at December 31, 2018. The Company's only material liability that can be called unexpectedly at the demand of a third party is a $680,902 loan (2017- $629,748) .

15 Financial risk management (continued)

The following table summarizes the undiscounted cash flows of financial assets and liabilities by contractual or expected maturity:

	December 31, 2018		
	One year or less $	**One to two years $**	**No maturity date $**
Financial Assets			
Cash	745,411	-	-
Accounts receivables	92,280	-	-
less: Allowance for doubtful accounts	(13,806)	-	-
	823,885	**-**	**-**
Financial Liabilities			
Trade payables and accrued liabilities	542,913	-	-
Bank loan	680,902	-	-
	1,223,815		

	December 31,2017		
	One year or less $	**One to two years $**	**No maturity date $**
Financial Assets			
Cash	1,640,771	-	-
Accounts receivables	147,421	-	-
Less:Allowance for doubtful accounts	(49,448)	-	-
	1,738,744	-	-
Financial Liabilities			
Trade payables and accrued liabilities	507,534	-	-
Bank Loan	-	629,748	-

15 Financial risk management (continued)

Market risk

Market risk includes interest rate risk, currency risk and other price risk.

i) Interest rate risk

Interest rate risk is the potential for financial loss arising from changes in interest rates. Changes in interest rate levels generally impact the financial results to the extent that reinvestment yields are different than the original yields on fixed income securities. Changes in interest rates will affect the fair value of the fixed income securities. During periods of rising interest rates, the market value of the existing fixed income securities will generally decrease. During periods of declining interest rates the opposite is true. The Company is not directly exposed to interest rate risk at December 31, 2018 and 2017.

ii) Currency risk

Currency risk represents the risk that the Company incurs losses due to exposure to foreign currency fluctuations. The Company owns properties and carries out related business operations in Mongolia, and is therefore subject to foreign currency fluctuations that may impact its financial position and results.

The approximate impact of a fluctuation of 10% in the Mongolian Tögrög against the Canadian dollar would impact the OCI of the Company by $2,460,080 (2017 - $2,727,189).

iii) Other price risk

Other price risk market fluctuation risk is where fluctuations in the value of equity securities affect the level and timing of recognition of gains and losses on securities held, and cause changes in realized and unrealized gains and losses. The Company's marketable securities are exposed to other price risk.

Economic risk

Mongolian tax, currency and customs legislation is subject to varying interpretations, and changes, which can occur frequently. Management's interpretation of such legislation as applied to the transactions and activity of the Company may be challenged by tax authorities.

Mongolian tax authorities may be taking a more assertive position in their interpretation of the legislation and assessments, and it is possible that transactions and activities that have not been challenged in the past may be challenged by tax authorities. As a result, significant additional taxes, penalties and interest may be assessed. Fiscal periods remain open to review by the authorities in respect of taxes for five calendar years preceding the year of review. Under certain circumstances reviews may cover longer periods.

Mongolian tax legislation does not provide definitive guidance in certain areas, specifically in areas such as Value added tax (VAT), corporate income tax, personal income tax and other areas. From time to time, the Company adopts interpretations of such uncertain areas that reduce the overall tax rate of the Company. As noted above, such tax positions may come under heightened scrutiny as a result of recent developments in administrative and court practices. The impact of any challenge by the tax authorities cannot be reliably estimated; however, it may be significant to the financial position and/or the overall operations of the entity.

15 Financial risk management (continued)

The Company's management believes that its interpretation of the relevant legislation is appropriate and the Company's tax positions will be sustained.

Management performs regular re-assessments of tax risk and its position may change in the future as a result of the change in conditions that cannot be anticipated with sufficient certainty at present.

16 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 Company include all directors and executive management. The summary of compensation for key management personnel is as follows:

	2018	**2017**
	$	**$**
Salaries and other short-term employee benefits	340,439	202,039
Director fees	40,000	50,000
Share-based payments	-	-
	380,439	**252,039**

As at December 31, 2018, amounts due to related parties totaled approximately $57,000, comprised of accrued directors fees and fees owed to management (2017 - $50,000) were included in trade payables and accrued liabilities.

17 Commitments and contingencies

From time to time and in the normal course of business, claims against the Company may be received. On the basis of Management's assessments and professional legal advice, Management is of the opinion that no material losses will be incurred and no provision or disclosure has been made in these consolidated financial statements.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law.

18 Supplementary cash flow information

	2018 $	2017 $
Changes in non-working capital arising from		
Other assets	32,644	(83,188)
Trade payables and accrued liabilities	38,575	12,124
Income tax payable	(495)	(129,241)
Changes in non-cash working capital from operating activities	**70,724**	**(200,305)**

Income tax paid during the year was $34,656 (2017 - $46,061). Interest paid during the year was $84,620 (2017 - $5,794).

During the year ended December 31, 2018, the Company reclassified $295,960 from other assets relating to a deposit on a sale of an investment property which completed during the year ended December 31, 2018. During the year ended December 31, 2018, long term debt of $629,448 (2017 - 629,748) was reclassified to short term debt (Note 11).

19 Segment information

The Company's operations are conducted in two reportable segments; Investment Property Operations and Corporate. The Company reports information about its operating segments based on the way Management organizes and reports the segments within the organization for making operating decisions and evaluating performance.

Investment Property operations consist of commercial and residential investment property in Mongolia held for the purposes of rental revenue, capital appreciation or redevelopment. These properties are managed by Big Sky Capital LLC and its subsidiaries. The Company evaluates performance based on net income (loss) before income taxes.

			2018
	Investment Property **$**	**Corporate** **$**	**Total** **$**
Rental income	1,384,840	-	1,384,840
Property operating expenses	(860,376)	-	(860,376)
Unrealized gain on fair value adjustment on investment properties	1,892,577	-	1,892,577
Reversal of Impairment of PPE	198,520	-	198,520
Unrealized mark to market gain	-	(608,297)	(608,297)
Other expenses	(134,823)	(813,973)	(948,796)
Depreciation	(77,361)	-	(77,361)
Net investment income	21,741	106	21,847
Gain on disposal of investment property	38,592	-	38,592
Other revenue	48,217	-	48,217
Realized gain on marketable securities	-	995,716	995,716
Finance cost	(84,620)	-	(84,620)
Foreign currency loss	(56,185)	(129,605)	(185,790)
Net income (loss) before income taxes	**2,371,122**	**(556,053)**	**1,815,069**

19 Segment information (continued)

			2017
	Investment Property $	**Corporate $**	**Total $**
Rental income	1,471,344	-	1,471,344
Property operating expenses	(1,081,444)	-	(1,081,444)
Unrealized loss on fair value adjustment on investment properties	(2,758,843)	-	(2,758,843)
Impairment of other assets	(210,188)	-	(210,188)
Unrealized mark to market loss	-	(371,197)	(371,197)
Other expenses	(132,684)	(551,764)	(684,448)
Depreciation	(81,249)	-	(81,249)
Net investment income	25,773	360	26,133
Gain on disposal of investment property	247,200	-	247,200
Other revenue	53,698	-	53,698
Foreign currency gain (loss)	13,574	(7,735)	5,839
Realized gain on marketable securities	-	63,809	63,809
Finance cost	(5,794)	-	(5,794)
Tax recovery	147,174	-	147,174
Net income (loss) before income taxes	**(2,311,439)**	**(866,527)**	**(3,177,966)**

Balance as of December 31, 2018	**Investment Property $**	**Corporate $**	**Total $**
Total assets	26,608,077	4,409,746	31,017,823
Property and equipment	1,792,794	-	1,792,794
Investment properties	24,415,860	-	24,415,860
Expenditures			
Property and equipment	21,978	-	21,978
Investment properties	-	-	-

Balance as of December 31, 2017	**Investment Property $**	**Corporate $**	**Total $**
Total assets	25,560,529	3,845,302	29,405,831
Property and equipment	1,654,896	-	1,654,896
Investment properties	22,887,521	-	22,887,521
Expenditures			
Property and equipment	1,383	-	1,383
Investment properties	131,387	-	131,387

19 Segment information (continued)

	Revenue		Property and equipment		Investment property	
	2018 $	2017 $	2018 $	2017 $	2018 $	2017 $
Canada	-	-	-	-	-	-
Mongolia	1,471,649	1,772,242	1,792,794	1,654,896	24,415,860	22,887,521
	1,471,649	**1,772,242**	**1,792,794**	**1,654,896**	**24,415,860**	**22,887,521**

20 Other expenses

	2018 $	2017 $
Investor Relations	47,809	42,095
Repairs and maintenance	55,674	51,404
Office	92,585	64,147
Professional fees	616,346	317,622
Travel	72,041	73,760
Advertising	8,248	8,682
Land and property tax	114,352	123,928
Insurance	54,988	45,674
Utilities	136,080	136,600
Allowance for doubtful tax receivables	(35,642)	(36,078)
Other	102,803	116,465
	1,265,284	**944,299**

21 Subsequent events

- Since January 1, 2019, the Corporation has repurchased 73,500 of its shares at an average price of $0.32/share.

Board of Directors

Harris Kupperman
CEO and Chairman of Mongolia Growth Group Ltd

Mr. Kupperman is a co-founder of Mongolia Growth Group and has been the Executive Chairman of the Corporation since March 2014. Mr. Kupperman was the President and CEO of the Corporation from February 2011 to March 2014 and returned as CEO in December 2014. Mr. Kupperman publishes AdventuresInCapitalism.com; a site dedicated to uncovering unique opportunities around the world. He is currently the President of Praetorian Capital Fund, a small cap, event-driven hedge fund based in Miami Beach. He graduated from Tulane University College with a history degree. Mr. Kupperman served as a Director at Aeroquest International Limited (TSX:AQL) from 2010-2011.

Nick Cousyn
Independent Director

Mr. Cousyn is a Capital Markets' professional with 15 years of alternatives and traditional industry experience. Before moving to Mongolia, Mr. Cousyn was a licensed securities professional in the U.S. with extensive experience in relationship management and trading which spanned equities, fixed income, derivatives and distressed debt. While based in the US, some of the firms he worked for included Deutsche Bank, Banque Populaire, Wells Fargo and First Horizon National Bank. During his tenure in Mongolia, Mr. Cousyn has served as Chief Communications Officer for Petro Matad and Chief Operating Officer and head of research for BDSec (MO:BDS), Mongolia's largest broker and investment bank. Mr. Cousyn also served as Co-Chair of the Business Council of Mongolia Capital Market Working Group and was a Senior Council Member and guest lecturer at Mongolia's Institute for Finance and Economics. Mr. Cousyn holds a BA in Economics from the University of California at Riverside and is the co-founder of Terra Explorers, a London registered company focused on Oil Exploration and Production in Mongolia.

Jim Dwyer
Independent Director

Mr. Dwyer is Chairman of Mongoljin Private Capital Ltd. in Ulaanbaatar. Jim was a New York-based investment banker specializing in mergers and acquisitions for 30 years and completed over 100 M&A transactions. In addition, he founded and managed M&A departments for two major investment banking firms: Shearson Loeb Rhoades and UBS-North America. Mr. Dwyer first visited Mongolia in 2001 to represent the Government of Mongolia as lead investment banker for the privatization of its largest bank, Trade & Development Bank. Thereafter, he served as lead investment banker for the privatization of the largest Government-owned retail bank, Khan Bank. He co-founded the Business Council of Mongolia (BCM) and served as Executive Director from its formation in 2007 to 2016. He is also an independent director of other Mongolian-based entities including Golomt Bank, Mandal Insurance and Mongolian Mutual Finance Group. Mr. Dwyer received a BBA from the University of Notre Dame and an MBA from Columbia Graduate School of Business (Columbia University).

Brad Farquhar
Independent Director

Mr. Farquhar is Executive Vice-President and Chief Financial Officer of Input Capital Corp. (TSXV: INP), the world¹s first agricultural streaming company. He formerly served in a similar capacity at Assiniboia Capital Corp., which built Canada's largest farmland fund before selling it to the Canada Pension Plan Investment Board in 2014. In addition, Mr. Farquhar is President of Nomad Mongolia LP, an investment partnership that invests in Mongolia and other frontier economies in Asia. Mr. Farquhar is a trained financial planner. He received a MPA in Electoral Governance from Griffith University in Australia, studied political science at Carleton University, and completed a BA at Providence College. Mr. Farquhar is a Director of Input Capital Corp, the Legacy Group of Companies, Greenfield Carbon Offsetters Inc., and on the advisory board of AgFunder.com.

Robert Scott
Independent Director

Mr. Scott, CPA, CA, CFA brings more than 20 years of professional experience in accounting, corporate finance, and merchant and commercial banking. Mr. Scott earned his CFA in 2001, his CA designation in 1998 and has a B.Sc. from the University of British Columbia. He is a Founder and President of Corex Management Inc., a private company providing accounting, administration, and corporate compliance services to privately held and publicly traded companies, and has served on the management teams and boards of numerous Canadian publicly traded companies with a strong track record of cost effectively running operations. Mr. Scott has also listed several companies on the TSX Venture Exchange gaining extensive IPO, RTO, regulatory and reporting experience, and currently holds senior management and board positions with a number of issuers on the TSX Venture Exchange & the Canadian Securities Exchange.

Officers

Harris Kupperman
CEO and Chairman of the Board

Genevieve Walkden, *MBA, CFP, CAIA*
CFO and Corporate Secretary

Auditors

Davidson & Company LLP
Vancouver, BC

Legal

Borden Ladner Gervais LLP
Calgary, AB

Farris, Vaughan, Wills & Murphy LLP
Vancouver, BC

Transfer Agent

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