

Dundee Sustainable Technologies Inc.

Management's Discussion and Analysis

For the three months ended March 31, 2015

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DUNDEE SUSTAINABLE TECHNOLOGIES INC.

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DUNDEE SUSTAINABLE TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2015

BACKGROUND

This Management's Discussion and Analysis ("MD&A") of Dundee Sustainable Technologies Inc. ("DST" or the "Corporation") has been prepared with an effective date of April 28, 2015 and provides an update on matters discussed in, and should be read in conjunction with the Corporation's audited consolidated financial statements, including the notes thereto, as at and for the year ended December 31, 2014 (the "2014 Audited Consolidated Financial Statements"), together with the accompanying MD&A for the year then ended, and with the unaudited condensed interim consolidated financial statements of the Corporation as at and for the three months ended March 31, 2015 (the "March 2015 Interim Consolidated Financial Statements"), all of which have been prepared using International Financial Reporting Standards ("IFRS"). All amounts in this MD&A are in Canadian dollars unless otherwise specified.

INCORPORATION AND NATURE OF OPERATIONS

Incorporation

The Corporation was incorporated under the Canada Business Corporations Act on July 22, 1997. Its articles of incorporation were amended on January 8, 2014, to change the name of the Corporation, formerly known as Nichromet Extraction Inc., to "Dundee Sustainable Technologies Inc" in the English language and "Dundee Technologies Durables Inc." in the French language. The Corporation's head office is located at 600 De Maisonneuve Boulevard West, Suite 2750, Montréal, Quebec, Canada, H3A 3J2.

The authorized capital of the Corporation consists of an unlimited number of subordinate voting shares and multiple voting shares, each multiple voting share having 10 votes.

On April 8, 2014, the subordinate voting shares of the Corporation began trading on the Canadian Securities Exchange (CSE: DST).

Dundee Corporation ("Dundee") retains multiple voting shares of the Corporation, which are convertible, at the option of Dundee, into subordinate voting shares of the Corporation, for no additional consideration. The multiple voting shares of the Corporation are not listed on a stock exchange.

At March 31, 2015, Dundee owned 128.1 million subordinate voting shares and 50.0 million multiple voting shares of the Corporation giving Dundee a 63% equity interest and an 86% voting interest in the Corporation.

Nature of Operations

Since 2006, the Corporation has developed proprietary hydrometallurgical processes (the "Processes") for the extraction of base and precious metals from ores, concentrates and tailings, which cannot be exploited with conventional processes because of metallurgical or environmental issues.

The Processes are based on a chloride leach technology, a method of treating and extracting gold and/or silver and other base metals by extracting the metallic values as soluble chloride species. The approach developed at pilot level is very broad and can involve either oxide or sulfide ores. It enables the extraction of precious metals from refractory ores with content of sulfides and arsenic.

With successful pilot results completed in 2012, the next stage is to finalize the development of the technology at an industrial scale. This requires the construction of a demonstration plant operating on a continuous basis. The demonstration plant commenced with the engineering phase in June 2013 and the commissioning of the plant is expected to be completed during the second quarter of 2015.

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The Processes developed by DST have been recognized as a "green technology", for which it has been awarded a \$5.7 million grant for the construction of a demonstration plant (\$0.7 million from the Government of Quebec and \$5.0 million from the Government of Canada through its Sustainable Development Technology Fund ("SDTC")).

These Processes are subject to all technology development inherent risks and may require significant additional development, testing and investments prior to final commercialization. There can be no assurance that such technologies will be successfully further developed, or that output from any use of the Corporation's technologies could be produced at a commercial level at reasonable costs or successfully marketed. To date, the Corporation has not earned significant revenues and is considered to be in the development stage.

CORPORATE OVERVIEW

Metallurgy Processes Development

Cyanidation, a commonly used way of processing gold, produces a large amount of highly contaminated tailings. DST has developed a cyanide-free approach for the recovery of base and precious metals from two broad categories of ores namely the oxides (metals combined with oxygen) and the sulfides (metals combined with sulfur). In addition to environmental benefits, the cyanide-free process allows the exploitation of gold deposits that are facing metallurgical or environmental permitting issues with conventional methods. The primary benefits of this new technology are shorter processing times; a reduced environmental footprint related to the inert and stable characteristics of the tailings and reduced emissions due to lower energy consumption.

The piloting of the oxide ores has been a fruitful exercise for the valuation of the sulfide ores which started in 2010. The DST process applied to the sulfide ores includes an oxidation stage in order to remove the sulfur and other impurities such as arsenic in the starting sulfide ore. The completion of this oxidative step transforms the sulfide into an oxide with the removal of the sulfur from the metal and its replacement by oxygen. When this transformation is completed, the newly formed oxide is submitted to the DST treatment, using acid leaching to collect base metals (Copper and Zinc) and hypochlorite to collect the precious metals (Gold and Silver). The piloting of the sulfides (batch size of 1 ton per day ("TPD")) was completed in 2012.

Business Strategy

The current stage of DST's chlorination extraction technology is the result of 15 years of efforts in combined laboratory development and pilot plant scale validation. The results obtained at a laboratory scale led to the construction and operation of a pilot plant between 2010 and 2012 in order to pursue the development of DST's chlorination extraction technology. With successful pilot results, the next stage is to finalize the development of the technology at an industrial scale. This first requires the construction of a demonstration plant operating on a continuous basis.

Subsequently, the demonstration plant will be processing high grade gold concentrate material. When operating at full capacity, the demonstration plant will process approximately 5,000 tons of concentrate per year. The Corporation has been actively looking for various concentrate feed sources which can be processed in the demonstration plant. DST entered into preliminary agreements with identified partners to secure concentrate feed material for the demonstration plant in 2016.

In the short term, the business model encompasses the implementation of its technology in collaboration with mine owners. DST is actively pursuing negotiation and testing in view of future implementation of its technology on new mine projects.

Cyanide has been banned for usage by many countries and there are many gold ore bodies that are lying idle for lack of a process that can extract the gold without cyanide and that may represent potential users of the DST technology. The technology is of particular interest for gold mining companies and the price of gold will be a significant factor in the Corporation's future business development. Refer to "Risks and Uncertainties" section.

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Research and development activities at both laboratory and pilot levels are carried out in house except for the verification of certain results which are referred to independent laboratories and in parallel with the construction of the demonstration plant.

Intellectual Property

DST's technology is protected by patents filed during the development of the technology to reinforce the level of protection. To date, DST has obtained patents on 12 different processes for its technologies. The Corporation has 33 patents granted or published in 15 countries and 31 patents pending or filed in 16 countries. The patents to which the Corporation currently has rights expire between 2022 and 2033.

CONSTRUCTION OF THE DEMONSTRATION PLANT AND PROCESSING

Construction phase

The demonstration plant will have a capacity of 15 TPD in order to assess on an industrial scale DST's chlorination extraction technology under continuous operating conditions. The demonstration plant will offer the first test of DST's chlorination extraction technology in an operating environment with industrial conditions. The scale-up factor is in the order of 15:1 compared to the pilot installation. Although the size of the demonstration plant seems modest according to references in the mining industry, it is large enough to establish the credibility of the process on an industrial scale. This demonstration plant will serve as reference for the establishment of full scale plants operating with the same technology.

The construction and operation of the demonstration plant, which commenced in June 2013, is now budgeted at \$25 million. The oxidation circuit is completed at 100% and the gold extraction circuit is completed at 90%. This budget includes a contingency of approximately 15%. At present, the construction has been conducted according to the plan with no major issues and the contingency has not been used. The commissioning of the demonstration facilities is scheduled for completion in the second quarter of 2015.

At March 31, 2015, the Corporation has expended \$12 million towards the construction of the demonstration plant and the following milestones have been achieved during the first quarter of 2015:

- Curing of the refractory lining of the fluid bed;
- Completion of the tank farm for sulfuric acid and other reagents;
- Successful commissioning of the fluid bed circuit with inert material;
- Completion of the installation and start-up of the emergency power generators;
- Completion of the other emergency systems;
- Successful commissioning of the scrubber circuit of the chlorination circuit;
- Successful commissioning of the acid leaching circuit including the vat leaching and filtration;
- Completion of the installation of the electrolysis cells, and sodium hydroxide circuits;

Development work in the laboratory of the Corporation has been dedicated to the following aspects during the first quarter of 2015:

- Flotation optimisation tests on samples from Chile for gold and copper concentration as a potential feed for the demonstration plant;
- Optimisation testing of the arsenic process in preparation for the piloting;
- Optimisation of gold deposition on silica;
- Extraction and recovery of mercury from artisanal mining residues;
- Testing of gold extraction by chlorination with a continuous mode setup;
- Optimisation of the DST arsenic stabilisation process to improve efficiency and reduce operating cost;
- Testing of a new sonochemical approach for production of fertilisers: SOPM (Sulfate of Potash Magnesia) and MPP (Mono Potassium Phosphate);
- Application of DST process for gold extraction on various materials received from: Peru, Ontario, British Columbia, Québec, Mexico, Chile, Argentina, Guatemala, Nicaragua and Australia.

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Consortium Agreements

In order to establish the proof of concept of the Corporation's Processes, the Corporation signed consortium agreements with SDTC, Dundee Precious Metals Inc. ("DPM") and Creso Exploration Inc. ("Creso") in June 2013. SDTC agreed to financially assist the Corporation in developing and demonstrating its technology by contributing up to \$5 million upon meeting certain conditions.

DPM agreed to supply up to 3,000 tons of pyrite concentrate, from its Bulgarian mining operations, at its own cost to the Corporation. In 2014, the Corporation was supplied with 600 tons of such concentrate. The concentrate was shipped to DST in 2014 and the extracted metals shall be given back to DPM. The processing of materials from DPM is scheduled during the first four month period of operations.

Creso also signed a consortium agreement with the Corporation to develop the Minto gold deposit using DST's technology.

The Project will use an open pit mining method to extract a 30,000 tonne bulk sample, at a projected rate of 1,200 TPD. Crushing and stockpiling for processing will be done onsite. The modular processing plant to be constructed or acquired by the Corporation will include grinding and flotation and is planned to operate at a rate of 300 TPD. The concentrate product will be transported to the Corporation's demonstration plant in Thetford Mines. The construction or acquisition of the concentrator and the processing at an estimated cost of \$4 million is part of the demonstration plant budget whereas the extraction cost is not part of the budget.

Originally, this operation was scheduled to begin once the permitting process was completed, and was anticipated to last for approximately eight months, during which time, the site was to be prepared, a concentrator was to be built and the bulk sample mined and processed.

The Corporation delayed the Minto project to allow some time for the evaluation of a concentrator owned by Dundee in Mexico. In 2014, DST performed a mechanical inspection of the concentrator and concluded that the equipment is in conformity with DST's design requirement but it requires refurbishment. At present, the Corporation is evaluating this option as opposed to the acquisition of a new concentrator. DST would like to acquire this equipment or new equipment for its own usage as part of the overall demonstration plant budget. The acquisition and refurbishment of the concentrator is subject to securing a financing.

Considering the difficult market conditions in the mining sector, the Corporation decided to stop the permitting process of the Minto bulk sampling and is evaluating other projects in order to de-risk the extraction cost of the bulk sampling and is in the process of arranging for alternative means to obtain the minerals needed to complete the testing.

INFORMATION ON EQUITY

On January 8, 2014, the amendments to the articles of the Corporation became effective. Following the amendments, the authorized capital of the Corporation consists of an unlimited number of subordinate voting shares and multiple voting shares, without nominal or par value. The holders of subordinate voting shares are entitled to one vote for each subordinate voting share and the holders of multiple voting shares are entitled to ten votes for each multiple voting share. The holders of subordinate voting shares and multiple voting shares shall be entitled to receive and to participate equally as to dividends, share for share, in an equal amount on all the subordinate voting shares and multiple voting shares at the time outstanding. The holder of multiple voting shares shall be entitled at any time and from time-to-time to have any or all of the multiple voting shares converted into subordinate voting shares on the basis of one subordinate voting share for each multiple voting share. In all other respects, the holders of subordinate voting shares and multiple voting shares shall rank equally and the same rights and restrictions.

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| | April 28, 2015 |
|--|---------------------------|
| Subordinate voting shares issued | 231,706,201 |
| Options | 22,152,500 |
| Warrants | 50,000,000 |
| Total – fully diluted subordinate voting shares | 303,858,701 |
| <hr/> | |
| Multiple voting shares issued (each multiple voting shares have 10 votes) | 50,000,000 |

(1) At April 28, 2015, Dundee owned 128,068,497 subordinate voting shares of the Corporation (55%), all of the outstanding multiple voting shares and 50,000,000 warrants at an exercise price of \$0.10 until July 9, 2015.

STOCK OPTION PLAN

The Board of Directors of the Corporation has full and final discretion to designate the persons who are to be granted options and to determine such number of options as well as their exercise price and vesting period. The exercise price shall not be less than that permitted under the rules of any stock exchange on which the subordinate voting shares are listed. The purpose of the stock option plan is to serve as an incentive for the directors, officers, employees and service providers who will be motivated by the Corporation's success as well as to promote ownership of common shares of the Corporation by these people. There is no performance indicator relating to profitability or risk attached to the plan.

FINANCING ACTIVITIES

Private placements

Three months ended March 31, 2015

Short term loan

In 2014, Dundee Resources Limited, a wholly-owned subsidiary of Dundee, agreed to loan up to \$6,000,000 to the Corporation. In February 2015, the aggregate amount of the loan facility was increased to \$7,650,000. During the first quarter of 2015, an amount of \$1.7 million was advanced bringing the total advance to \$7,350,000 as at March 31, 2015.

The loans are secured by the Corporation's assets, bear interest at the rate of 12.68% per annum and mature on the earlier of November 30, 2015 and the date at which the Corporation raises the sum of \$10 million or greater by way of debt or equity.

LIQUIDITY AND WORKING CAPITAL

On March 31, 2015, the working capital of the Corporation was at negative \$9,172,381 (negative \$7,414,126 as at December 31, 2014). This working capital deficiency includes a \$7,998,521 short-term loan (principal and accrued interest) from Dundee. Management estimates that the Corporation will not have sufficient funds to meet its obligations and budgeted expenditures through to March 31, 2016. The Corporation will therefore periodically have to raise additional funds to continue operations. The Corporation is pursuing financing alternatives to fund its operations and to continue its activities as a going concern. Although there is no assurance that the Corporation will be successful in these actions, management is confident that it will be able to secure the necessary financing through the issuance of debt or new equity in public or privately negotiated equity offering. While it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Refer to the "Subsequent Events" and "Outlook for 2015" Section.

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DISCUSSION AND ANALYSIS OF OPERATIONS

The Corporation reported a loss of \$1,799,335 during the three months ended March 31, 2015, versus a loss of \$1,255,494 in the same period of the prior year.

Reflective of its current stage of development, the Corporation does not report any revenue.

The Corporation's total operating expenses amounted to \$1,594,609 during the three months ended March 31, 2015 as compared to \$2,371,321 in the same period of 2014. The major components of the operating expenses are as follows:

Research and development

Following are the details of research and development expenses:

| | Three months ended March 31, | |
|---|------------------------------|------------------|
| | 2015 | 2014 |
| | \$ | \$ |
| Wages and compensation | 361,743 | 335,246 |
| Contractors | 297,191 | 346,748 |
| Building maintenance | 126,729 | 302,766 |
| Equipment | 334,920 | 1,399,239 |
| Consumables | 65,080 | 82,298 |
| Other | 167,608 | 58,632 |
| Research and development expenses | 1,353,271 | 2,524,929 |
| Government assistance and tax credits | (363,152) | (696,401) |
| Research and development expenses, net | 990,119 | 1,828,528 |

The Corporation has spent in total \$12,195,017 for the construction of the demonstration plant from which a total of \$10,934,486 was incurred in 2013 and 2014; and the difference of \$1,260,531 was incurred in the three months ended March 31, 2015. The remaining expenses relate to research activities conducted in the pilot plant.

Government assistance consisting of the SDTC contribution amounted to \$318,818 in the three months ended March 31, 2015 (\$581,020 in the same period of prior year).

Tax credits amounted to \$44,334 in the three months ended March 31, 2015 (\$115,381 in the same period of prior year) and relate to the Quebec reimbursable scientific research and experimental development tax credits.

Professional and consulting fees

Following are the details of professional and consulting fees:

| | Three months ended March 31, | |
|--|------------------------------|----------------|
| | 2015 | 2014 |
| | \$ | \$ |
| Legal | 12,113 | 59,584 |
| Audit, audit related work and tax compliance | 110,000 | 88,563 |
| Accounting | 97,600 | 41,312 |
| Consulting administration | 37,500 | 49,236 |
| Consulting geology | 21,007 | 37,731 |
| Business development | 47,049 | 39,965 |
| Professional and consulting fees | 325,269 | 316,391 |

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Legal fees include corporate secretarial services and other legal fees relating to the operations and business development activities.

Accounting: Remuneration of the Chief Financial Officer, appointed in March 2014, is paid to a private company controlled by him. In addition his company charges fees for support staff in respect of accounting, bookkeeping and administration fees (Please refer to the section entitled Related Parties Transactions for more details). The employment of the former Controller was terminated at the end of March 2014. His remuneration recorded under "Wages and compensation" in the statement of comprehensive loss includes his regular pay and a termination payment for an aggregate amount of \$100,987.

Consulting administration fees are fees paid to a company controlled by the CEO and President of the Corporation in the first quarter of 2015 (the former CEO and President in the first quarter of 2014). Please refer to the section entitled "Related Parties Transactions" for more details.

Consulting geology fees consist of services rendered in relation with the testing of minerals from Central America.

Business development expenses relate mainly to development activities in Central and South America.

Administrative expenses

Following are the details of the administrative expenses:

| | Three months ended March 31, | |
|----------------------------------|------------------------------|---------------|
| | 2015 | 2014 |
| | \$ | \$ |
| Insurance | 25,359 | 22,655 |
| Rent | 25,299 | 17,789 |
| Website and technical support | 14,929 | 8,382 |
| Telecommunications and others | 42,377 | 13,241 |
| Transportation and accommodation | 31,922 | 11,652 |
| Administrative expenses | 139,886 | 73,719 |

Subsequent to the acquisition of Creso, the Corporation began consolidating the operating results, cash flows and net assets of Creso effective April 1, 2014. The increase in administrative expenses is mainly due to the consolidation of Creso's results.

Transportation and accommodation expenses relate mainly to business development activities conducted in South America.

Additional expenses were incurred relating to trustee fees, registration fees, investor relation and promotion following the listing of the Corporation on the Exchange in April 2014.

Share-based payments

Share-based payment expenses totalled \$23,472 for the three months ended March 31, 2015 (nil for the same period of last year) and relate to investor relations' options granted last year and vested during this period.

Other gains and losses

An unrealized gain of \$1,149,586 was recorded in the three months ended March 31, 2014 on the investment in Creso.

Interest expense relates to the Dundee Resources Limited short term loans.

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SELECTED QUARTERLY INFORMATION

The following table sets forth selected historical financial information for the Corporation from the last eight quarters. Such information is derived from the Corporation's unaudited condensed interim consolidated financial statements prepared in accordance with IFRS.

| | Q1-15 | Q4-14 | Q3-14 | Q2-14 |
|--------------------------------------|-----------|------------|-----------|-----------|
| | \$ | \$ | \$ | \$ |
| Total revenue | Nil | Nil | Nil | Nil |
| Net loss and comprehensive loss | 1,799,335 | 23,966,684 | 2,599,094 | 3,357,515 |
| Basic and diluted net loss per share | 0.006 | 0.093 | 0.009 | 0.012 |

| | Q1-14 | Q4-13 | Q3-13 | Q2-13 |
|--------------------------------------|-----------|-----------|---------|---------|
| | \$ | \$ | \$ | \$ |
| Total revenue | Nil | Nil | Nil | Nil |
| Net loss and comprehensive loss | 1,255,494 | 1,171,143 | 948,613 | 786,548 |
| Basic and diluted net loss per share | 0.006 | 0.005 | 0.005 | 0.005 |

The variation in Net loss and comprehensive loss is attributable to the level of research and development activities from one quarter to the other. In addition, an unrealized loss of \$1 million in Q2-2014 and a gain of \$1.1 million, \$0.3 million and \$1.8 million was recorded in Q1-2014, Q3-2013 and Q4-2013 respectively on the investment in Creso. In Q4-2014, an impairment charge of the exploration and evaluation assets of \$22,245,407 was recorded in Q4-2014.

OUTLOOK FOR 2015

The construction of the demonstration plant, which commenced in June 2013, is now scheduled for completion in May 2015. The oxidation circuit is completed at 100% and the gold extraction circuit is completed at 90%. The remaining costs to complete the construction and operation of the demonstration phase are as follows:

| | Budget (\$ million) | Target date |
|--|---------------------|-------------------|
| Construction of the demonstration plant | 1.0 | Q2-2015 |
| Processing of materials | 3.0 | In Q3 and Q4-2015 |
| Concentrator acquisition and refurbishment | 4.0 | In Q3 and Q4-2015 |
| Plant optimization for operation | 1.5 | Q4-2015 |
| Total | 9.5 | |

The processing of materials from DPM or other parties is scheduled during the first four-month period of operations. The processing of these materials is to establish the proof of concept of the Corporation's hydrometallurgical processes.

Management estimates that the Corporation will have to raise additional money to fund its operations and to continue its activities in 2015 as follows:

| | Amount (\$ million) | |
|---------------------------------------|---------------------|-----------------------------------|
| Financing by Loan or equity | 8.1 | Discussions in progress |
| Government assistance and tax credits | 1.4 | SDTC contribution and tax credits |
| Total | 9.5 | |

Although there is no assurance that the Corporation will be successful in these actions, management is confident that it will be able to secure the necessary financing through the issuance of debt or new equity in public or privately negotiated equity offering. While it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

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OFF BALANCE SHEET ARRANGEMENTS

The Corporation did not enter into any off-balance sheet arrangements in Q1-2015 and Q1-2014.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The contractual obligations of the Corporation include lease payments for the Thetford Mines facilities and the head office in Montreal.

The aggregate annual payments due over the following periods are as follows:

| | As at March 31, 2015 |
|-----------------------|----------------------------|
| | \$ |
| Less than 1 year | 262,368 |
| Between 1 and 5 years | 881,150 |
| More than 5 years | 743,829 |

In addition, at March 31, 2015, the Corporation has firm purchase commitments of equipment and services relating to the demonstration plant totalling \$210,244.

RELATED PARTY TRANSACTIONS

In addition to the transactions discussed in the sections above, details of related party transactions with the officers and directors of the Corporation and companies they control are as follows:

| | Three months ended March 31, | |
|---|------------------------------|----------------|
| | 2015 | 2014 |
| | \$ | \$ |
| Professional and consulting fees | | |
| Administration ⁽¹⁾ | 37,500 | 45,000 |
| Legal ⁽²⁾ | 11,914 | 52,609 |
| Accounting ⁽³⁾ | 91,174 | 22,288 |
| Geology ⁽⁴⁾ | 15,922 | 28,846 |
| Professional ⁽⁵⁾ | 19,822 | 28,520 |
| Research and development ⁽⁶⁾ | 5,040 | 80,360 |
| | 181,372 | 257,623 |

(1) In Q1-2015, fees paid to a private company controlled by John Mercer, President and Chief Executive Officer ("CEO"). In Q1-2014, fees paid to a private company controlled by Pierre Gauthier, former President and CEO.

(2) Fees paid to a private company controlled by Luce Saint-Pierre, Corporate Secretary for a total amount of \$11,914 (\$39,052 in Q1-2014, in addition to an amount of \$13,557 in legal fees paid to a law firm of which Brahm Gelfand, a Director, is a counsel.)

(3) Remuneration of Vatche Tchakmakian, Chief Financial Officer, in the amount of \$43,160 was paid to a private company controlled by him (\$11,988 in Q1-2014). He was appointed CFO of the Corporation in March 2014. In addition his company charged fees of \$48,014 for support staff in respect of accounting, bookkeeping and administrative services (\$10,300 in Q1-2014).

(4) Fees paid to a company controlled by Salvador Brouwer, the President of Nichromet Dominicana and Nichromet Guatemala for his services in relation with the testing of minerals from Central America.

(5) Fees paid to Alfredo Galvez, the General Manager of Nichromet Guatemala for business development in Central America.

(6) Fees paid to a company controlled by a Jean-Marc Lalancette, Director and Vice-President, Research and Development. Mr. Lalancette resigned as Director and Officer of the Corporation in February 2015.

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SUBSEQUENT EVENTS AFTER MARCH 31, 2015

Short-term loan from Dundee Resources Limited

On April 17, 2015, an additional amount of \$300,000 was advanced to the Corporation.

Short-term loan from a non-related party

On April 22, 2015, an unsecured bridge loan, payable on demand, of \$200,000 was advanced to the Corporation.

ACCOUNTING POLICY CHANGES, CRITICAL JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the March 2015 Interim Consolidated Financial Statements requires the Corporation to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Corporation's reported amounts of assets, liabilities, revenues and other items in net earnings, and the related disclosure of contingent assets and liabilities, if any. The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of revenues and other items in net earnings that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

There have been no significant changes in accounting judgments, estimates and assumptions made by the Corporation in the preparation of the March 2015 Interim Consolidated Financial Statements from those judgments, estimates and assumptions disclosed in Notes 1 and 3 to the 2014 Audited Consolidated Financial Statements.

There have been no changes in the accounting policies adopted in the preparation of the Corporation's March 2015 Interim Consolidated Financial Statements from those detailed in Note 2 to the Corporation's 2014 Audited Consolidated Financial Statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Corporation is exposed to various financial risks resulting from both its operations and its investments activities. The Corporation does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Corporation's main financial risk exposure and its financial risk management policies are disclosed in Note 18 to the Corporation's 2014 Audited Consolidated Financial Statements for the years ended December 31, 2014 and 2013.

RISKS AND UNCERTAINTIES

Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Corporation from those described in the 2014 MD&A of the Corporation. These business risks should be considered by interested parties when evaluating the Corporation's performance and its outlook.

FORWARD LOOKING STATEMENTS

DST's public communications may include written or oral forward looking statements. Statements of this type are included in this MD&A, and may be included in other filings with the Canadian regulators, stock exchanges or in other communications. All such statements constitute forward looking information within the meaning of securities law and are made pursuant to the "safe harbour" provisions of applicable securities laws. Forward looking statements may include, but are not limited to, statements about anticipated future events or results including comments with respect to the Corporation's objectives and priorities for 2015 and beyond, and strategies or further actions with respect to the Corporation, its products and services, business operations, financial performance and condition. Forward looking statements are statements that are predictive in nature, depend upon or refer to future events or conditions or include words such as "expects", "anticipates", "intends",

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"plans", "believes", "estimates" or similar expressions concerning matters that are not historical facts. Such statements are based on current expectations of the Corporation's management and inherently involve numerous risks and uncertainties, known and unknown, including economic factors and those affecting the technology and resources industries generally. The forward looking information contained in this MD&A is presented for the purpose of assisting shareholders in understanding business and strategic priorities and objectives as at the periods indicated and may not be appropriate for other purposes.

A number of risks, uncertainties and other factors may cause actual results to differ materially from the forward looking statements contained in this MD&A, including, among other factors and without limitation, those referenced in the section above entitled "Risks and Uncertainties". The preceding list is not exhaustive of all possible risk factors that may influence actual results, and is compiled based upon information available as of the issuance date of this MD&A.

Forward looking statements contained in this MD&A are not guarantees of future performance and, while forward looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward looking statements, whether as a result of new information, future events or otherwise.

INFORMATION CONCERNING DUNDEE SUSTAINABLE TECHNOLOGIES

Additional information relating to Dundee Sustainable Technologies, may be found on SEDAR at www.sedar.com and the Corporation's website at www.dundeetechnologies.com.

April 28, 2015