Clear Blue Technologies International Inc.
Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2020 and 2019

(Expressed in Canadian dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Clear Blue Technologies International Inc.

Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Express in Canadian Dollars)

	Note	March 31, 2020	December 31, 2019
Assets			
Current assets			
Cash		$ 384,739	$ 61,720
Accounts receivable and other receivables	6	1,527,128	2,809,879
Research and development tax credits receivable	7	217,987	796,890
Inventory	8	1,287,606	1,157,718
Prepaid expenses		124,530	61,518
Current portion of deferred costs	8	55,275	33,666
Total current assets		3,597,265	4,921,391
Non-current assets			
Long-term account receivable	6	364,056	–
Deferred costs	8	33,666	63,691
Property and equipment	9	292,917	323,414
Total assets		$ 4,287,904	$ 5,308,496
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	13,17	$ 1,934,031	$ 2,263,877
Customer deposits and advanced billing	10	422,195	124,080
Short-term loans	11	955,687	889,339
Current portion of deferred revenue	10	223,120	242,400
Current portion of lease liability - office lease	9	91,190	88,947
Current portion of convertible debenture	13,17	72,100	81,100
Current portion of long-term debt	12	97,570	82,293
Total current liabilities		3,795,893	3,772,036
Non-current liabilities			
Deferred revenue	10	245,566	272,208
Lease liability	9	136,609	160,265
Royalty funding	14	375,000	375,000
Convertible debenture	13,17	491,908	519,938
Long-term debt	12	404,074	440,207
Total liabilities		5,449,050	5,539,654
Shareholder's Equity (Deficiency)			
Share capital	15	16,015,890	15,919,928
Reserves	15	4,563,533	4,476,158
Equity portion of convertible debenture	13	100,424	112,959
Accumulated deficit		(21,840,993)	(20,740,203)
Total shareholders' equity (deficiency)		(1,161,146)	(231,158)
Total liabilities and shareholders' equity (deficiency)		$ 4,287,904	$ 5,308,496

Nature of operations and going concern (note 1 & 2)
Subsequent events (note 23)

On behalf of the Board:

"Miriam Tuerk"
President

"Steve Parry"
Director

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

Clear Blue Technologies International Inc.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the three months ended March 31, 2020 & 2019
(Unaudited - Express in Canadian Dollars)

	Note	Three Months Ended March 31 2020	2019
Revenue		$ 238,171	$ 340,266
Cost of sales	8	161,037	233,999
Gross profit		77,134	106,267
Operating expenses			
Salaries, wages and benefits	17	262,255	388,828
Research and development	7	326,159	530,332
General and administrative		172,799	110,690
Stock-based compensation	16,17	100,989	52,485
Travel		82,409	62,589
Business development and marketing		160,194	220,604
Rent		39,150	75,620
Professional fees		87,053	77,094
Depreciation of property and equipment	9	33,329	10,151
Total operating expenses		1,264,337	1,528,393
Loss before other items		(1,187,203)	(1,422,126)
Other items			
Interest on long-term debt	12	(60,256)	(13,742)
Interest on royalty funding	14	(2,144)	(3,062)
Foreign exchange gain (loss)		149,461	(28,281)
Amortization of deferred financing fees		(648)	(648)
Net loss before taxes		(1,100,790)	(1,467,859)
Deferred tax recovery		–	–
Net loss and comprehensive loss		(1,100,790)	(1,467,859)
Loss per share		(0.02)	(0.04)
Weighted average number of shares outstanding Basic and Diluted		46,238,161	37,341,656

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

Clear Blue Technologies International Inc.

Condensed Consolidated Interim Statements of Cash Flows
For the three months ended March 31, 2020 and 2019
(Unaudited - Express in Canadian Dollars)

	Three Months Ended March 31	
	2020	2019
Cash provided by (used in):		
Operating activities		
Net loss for the period	$ (1,100,790)	(1,467,859)
Depreciation of property and equipment	33,329	10,151
Amortization of deferred financing fees	648	648
Stock-based compensation	100,989	52,485
Debt accretion	29,671	705
	(936,153)	(1,403,870)
Changes in non-cash working capital:		
Accounts receivables and other receivable	918,695	162,851
R&D tax credits receivable	578,903	–
Inventory	(129,888)	(56,350)
Prepaid expenses	(63,012)	(9,988)
Accounts payable and accrued liabilities	(31,731)	(489,155)
Customer deposits	(45,922)	–
Deferred revenue	8,416	16,683
Cash used in operating activities	299,308	(1,779,829)
Financing activities		
Exercise of options	3,112	–
Proceeds from short-term loan	66,348	–
Receipt of share subscriptions	–	2,669,875
Share issue costs	–	(166,001)
Repayment of long-term debt	(21,504)	(17,429)
Repayment of lease liability - computer equipment	–	(1,429)
Cash from financing activities	47,956	2,485,016
Investing activities		
Purchase of property and equipment	(24,245)	(5,493)
Cash used in investing activities	(24,245)	(5,493)
Net decrease in cash during the period	323,019	699,694
Cash, beginning of period	61,720	767,116
Cash, end of period	$ 384,739	$ 1,466,810

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

Clear Blue Technologies International Inc.

Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)
(Unaudited - Express in Canadian Dollars)

	Note	Number of common shares*	Share capital	Contributed surplus	Equity portion of convertible debenture	Accumulated deficit	Total shareholders' equity (deficiency)
Balance at December 31, 2018		**35,063,304**	**14,506,319**	**3,077,011**	**-**	**(15,638,285)**	**1,945,045**
Share issuance - private placement	15	10,679,502	1,672,197	997,678	–	–	$ 2,669,875
Issuance costs - private placements	15	–	(258,588)	67,248	–	–	$ (191,340)
Convertible debenture - equity portion, net of tax	13	–	–	–	112,959	–	$ 112,959
Issuance costs - convertible debenture	15	–		13,473	–	–	$ 13,473
Stock-based compensation	16	–	–	320,748	–	–	$ 320,748
Net loss and comprehensive loss		–	–	–	–	(5,101,918)	$ (5,101,918)
Balance at December 31, 2019		**45,742,806**	**$ 15,919,928**	**$ 4,476,158**	**$ 112,959**	**$ (20,740,203)**	**$ (231,159)**
Conversion of debenture	13,15	62,242	33,061	(29,949)			$ 3,112
Exercise of options	13,16	450,000	62,901	16,336	(12,535)		$ 66,702
Stock-based compensation				100,989			$ 100,989
Net loss and comprehensive loss						(1,100,790)	$ (1,100,790)
Balance at March 31, 2020 (unaudited)		**46,255,048**	**$ 16,015,890**	**$ 4,563,534**	**$ 100,424**	**$ (21,840,993)**	**$ (1,161,146)**

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

1. Nature of Operations

Clear Blue Technologies International Inc. (formerly Dagobah Ventures Ltd.) (the “Company” or “CBLU”) was incorporated on November 11, 2014 under the laws of British Columbia, Canada.

On July 13, 2018, the Company acquired all of the issued and outstanding shares of Clear Blue Technologies Inc. (“CBTI”) by issuing 30,289,804 common shares to the shareholders of CBTI on the basis of one common share of the Company for every one CBTI common share (the “transaction”). Upon completion of the Transaction, the shareholders of CBTI held a majority of the common shares of the Company and the Company would continue CBTI’s existing business. CBTI is considered to have acquired the Company on an accounting basis, and the Transaction was accounted for as a reverse takeover (“RTO”)

Accordingly, the Company is now in the business of developing and selling “Smart Off-Grid” power solutions and management services to the power, control, monitor, manage, and proactively service solar and hybrid-powered systems such as street lights, security systems, telecommunications systems, emergency power, and Internet of Things (“IoT”) devices.

The Company’s head office is located at 30 Lesmill Road, Unit #7, Toronto, Ontario, Canada, M3B 2T6.

2. Going Concern Uncertainty

The Company’s consolidated financial statements (the “Financial Statements”) have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. During the three months ended March 31, 2020, the Company incurred a net loss in the amount of $1,100,790 (2019 – $1,467,859) and generated negative cash flows from operations of $299,308 (2019 – $699,694). At March 31, 2020, the Company had negative working capital of $198,628 (2019 - surplus $1,149,355) and cash of $384,739 (2019 - $61,720), which is insufficient to fund operations for more than 12 months.

Historically, the Company has been able to raise sufficient funds to finance its operations through private placements and government grants. The Company’s ability to continue as a going concern is dependent upon its ability to achieve and maintain profitable operations and its ability to obtain future funds either in the form of additional equity, debt, research and development grants, and or large sales orders. The outcome of these matters cannot be predicted at this time. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds.

These Financial Statements do not include any adjustments or disclosures that may result from the Company’s inability to continue as a going concern. If the going concern assumption were not found to be appropriate for these Financial Statements, adjustments might be necessary to the carrying amounts of assets and liabilities and the reported expenses and consolidated statement of financial position classifications; such adjustments could be material.

3. Basis of Presentation

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. These condensed consolidated interim financial statements were prepared using the same accounting policies and methods as those used in the consolidated financial statements of the Company for the year ended December 31, 2019, and should be read in conjunction with those financial statements.

These condensed consolidated were approved for issuance by the Company's Audit Committee and Board of Directors on May 27, 2020.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments, which are measured at fair value as described in the significant accounting policies. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These Interim Financial Statements are presented in Canadian dollars, which is the Company's, and it's subsidiaries, functional and presentation currency.

Basis of consolidation

The Financial Statements consolidate the parent company, Clear Blue Technologies International Inc., and its subsidiaries, Clear Blue Technologies Inc. and Clear Blue Technologies US Corp., as of the date that control was obtained over those subsidiaries. Control is achieved where the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain the benefits from its operations.

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation, including unrealized gains and losses on transactions between the companies. Amounts reported in the financial statements of the subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Company.

Net loss and comprehensive loss of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

4. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these Financial Statements:

a. Newly adopted accounting standards

i) IFRS 16, Leases
On January 13, 2016, the IASB issued IFRS 16, Leases ("IFRS 16") which will replace IAS 17, Leases. The Company adopted IFRS 16 in its consolidated financial statements for the annual period beginning on January 1, 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, Leases, while requiring enhanced disclosures to be provided by lessors.

The Company selected the modified retrospective transition approach. The Company also elected to apply the practical expedient to not reassess whether a contract is, or contains, a lease under IAS 17, Leases or IFRIC 4, Determining Whether an Arrangement Contains a Lease.

Upon adoption of the new standard, the Company recognized a lease liability at the present value of the remaining lease payments discounted using an incremental annual borrowing rate of 10%. The Company will measure each right-of-use asset equal to the lease liability, adjusted by the amount of any prepaid payments recognized in the December 31, 2018, consolidated financial statements. As a result, the Company recognized additional right-of-use assets and lease liabilities of approximately $334,000 (Note 9), as of January 1, 2019.

ii) IFRIC 23, Uncertainty Over Income Tax Treatments
IFRIC 23, Uncertainty Over Income Tax Treatments ("IFRIC 23") sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. IFRIC 23 requires an entity to:

- Determine whether uncertain tax positions are assessed separately or as a group; and
- Assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings;
- If yes, the entity should determine its accounting tax position consistently with the tax treatment used or planned to be used in its income tax filings.
- If no, the entity should reflect the effect of uncertainty in determining its accounting tax position.

The Company's Financial Statements were not affected by the adoption of IFRIC 23. The Company applied the requirements of the standard with full retrospective application with no restatement of comparative periods.

5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenue and expenses during the periods and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual results could differ from these estimates.

Judgments

The judgments that management has applied in the application of accounting policies and related estimates that have the most significant effect on the amounts recognized in these consolidated financial statements are discussed below.

(i) Determination of functional currency

In accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", management determined that the functional currencies of the Company and its subsidiaries is the Canadian dollar as this is the currency of the primary economic environment in which the Company operates.

(ii) Segment disclosures

The Company's operations comprise a single reporting operating segment engaged in the provision of off-grid power solutions and related services. As the operations comprise a single reporting segment, amounts disclosed in the consolidated financial statements also represent segment amounts.

Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Estimated useful lives and depreciation of property and equipment

Depreciation of property and equipment is dependent upon estimates of useful lives, residual values and patterns in which the assets' future economic benefits are expected to be consumed, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that consider factors such as economic and market conditions and the useful lives of assets.

(ii) Stock-based compensation

The Company uses estimates, including but not limited to, the fair value of the Company, estimates of forfeitures, share price volatility at the time of issuance, the risk-free interest rates and expected lives of the options and warrants granted in the calculation of the stock-based compensation and issuance related costs, respectively.

(iii) Deferred income taxes

The calculation of deferred income taxes is based on assumptions that are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse as well as assumptions as to the extent and likelihood that the Company will be able to utilize its non-capital losses.

5. Significant Accounting Judgments, Estimates and Assumptions (cont'd...)

(iv) Recoverability of accounts receivable

Accounts receivable are amounts due from customers for products and services delivered in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Accounts receivable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less a provision for ECL. Provisions for expected credit losses are established using an ECL model. The provisions are based on a forward-looking ECL, which includes possible default events on the accounts receivable over the entire holding period of the accounts receivable, considering the occurrence of a significant increase in credit risk. Significant financial difficulties of a customer, such as the probability of bankruptcy, financial reorganization, default or delinquency in payments are considered indicators that recovery of the accounts receivable is doubtful. These provisions represent the difference between the accounts receivable's carrying amount in the consolidated statements of financial position and the estimated net collectible amount. Charges for ECLs are recorded as bad debt expense (recovery) in the consolidated statements of loss and comprehensive loss.

(v) Recoverability of inventory

Determining whether the carrying value of inventory is recoverable requires management to exercise judgment in estimating the ability to sell the inventory on-hand for amounts in excess of its carrying value.

(vi) Royalty funding

The Company's royalty funding agreement has been accounted for as a financial liability and measured at fair value at initial recognition. The Company made this determination after reviewing the substance of the agreement and determining that the cash received at the inception of the arrangement did not represent advance payments for any future sales. The Company has valued the royalty agreement at fair value when it became party to the arrangement.

(vii) Fair value of common shares

The Company uses estimates to determine the fair value of common shares that were issued in the Transaction to acquire CBTI. The share price is calculated by allocating the subscription price received prior to becoming a public company between the half warrant and common share, where the fair value of the half warrant is calculated using the Black-Scholes model.

(Unaudited - Expressed in Canadian dollars)

6. Accounts Receivable and Other Receivables

	March 31, 2020	December 31, 2019
Accounts receivable, net	$ 1,370,962	$ 2,549,042
Harmonized sales taxes receivable	61,198	248,046
Miscellaneous tax refund receivable	19,345	12,791
Term accounts receivable (i), net	439,679	-
Less:		
Long-term accounts receivable (i)	(364,056)	-
Total	$ 1,527,128	$ 2,809,879

(i) On January 22, 2020, a loan agreement was executed to allow a customer to pay off the receivable in 60 equal consecutive monthly installments of $6,180.69 USD beginning on April 1, 2020. The effective interest rate is 7.3% per annum and the loan matures on March 31, 2025. As a result, the long-term portion of the loan receivable was reclassified to long-term accounts receivable. The Company's entire long-term accounts receivable relates to this transaction.

7. Research and Development Tax Credits Receivable

The Company's research and development tax credits receivable balance is comprised of the following:

	March 31, 2020	December 31, 2019
Scientific Research and Experimental Development tax credits	$ 202,870	$ 269,534
Industrial Research Assistance Program	151,117	192,844
Ontario Innovation tax credits	-	307,512
Total	$ 217,987	$ 796,890

Subsequent to December 31, 2019 the Company received $441,176 of the research and development tax credits receivable.

8. Inventory

	March 31, 2020	December 31, 2019
Raw materials	$ 434,393	$ 316,882
Finished goods	853,213	840,836
Total	$ 1,287,606	$ 1,157,718

Inventory included in cost of sales amounted to $161,037 (2019 – $233,999).

The Company recognizes deferred costs which all relate to the Company's new EAAS revenue stream. The costs will be recognized as services are being rendered.

(Unaudited - Expressed in Canadian dollars)

9. Property and Equipment

	Computer and equipment	Furniture and fixtures	Leasehold improvements	Right-of-use Assets	Total
Balance as of December 31, 2018	**116,198**	**10,304**	**29,618**	**-**	**156,120**
Additions	19,876	-	-	333,919	353,795
Disposals	(32,178)	(2,752)	-	-	(34,930)
Balance as of December 31, 2019	$ 103,896	$ 7,552	$ 29,618	$ 333,919	$ 474,985
Additions	2,831	-	-	-	2,831
Balance as of March 31, 2020	$ 106,727	$ 7,552	$ 29,618	$ 333,919	$ 477,816
Accumulated Depreciation					
Balance as of December 31, 2018	**43,342**	**4,388**	**3,130**	**-**	**50,860**
Depreciation	38,831	1,510	4,231	91,069	135,641
Disposals	(32,178)	(2,752)	–	–	(34,930)
Balance as of December 31, 2019	$ 49,995	$ 3,146	$ 7,361	$ 91,069	$ 151,571
Depreciation	9,126	378	1,058	22,767	33,329
Balance as of March 31, 2020	$ 59,120	$ 3,524	$ 8,419	$ 113,836	$ 184,899
Net book value as at:					
December 31, 2018	$ 72,856	$ 5,916	$ 26,488	$ -	$ 105,260
December 31, 2019	$ 53,901	$ 4,406	$ 22,257	$ 242,850	$ 323,414
March 31, 2019	$ 47,607	$ 4,028	$ 21,199	$ 220,083	$ 292,917

Lease Liability – Office Lease

A reconciliation of the carrying amount of the lease liabilities recognized on the initial adoption of IFRS 16 to March 31, 2020 is as follows:

	March 31, 2020
Initial adoption	$ 333,919
Lease payments	(141,377)
Lease interest	35,256
March 31, 2020	$ 236,955
Current portion of lease liability	$ 91,190
Long term portion of lease liability	$ 136,609

(Unaudited - Expressed in Canadian dollars)

9. Property and Equipment (cont'd…)

Maturity analysis – contractual undiscounted cash flows:

Fiscal 2020	$	82,399
Fiscal 2021		109,865
Fiscal 2022		75,243
Total undiscounted future lease payments	$	267,507

The Company did not have any short-term leases or leases of low-value assets included in the statement of loss and comprehensive loss for the period ended March 31, 2020.

10. Customer Deposits and Deferred Revenue

Customer Deposits

Customer deposits pertain to the sale of solar or hybrid streetlight systems and power pack solutions that are paid by customers and billed by the Company in advance.

Deferred revenue

Deferred revenue is comprised of ongoing energy management services paid in advance by customers:

	March 31, 2020	December 31, 2019
Deferred revenue	$ 468,686	$ 514,608
Less: Current portion	223,120	242,400
	$ 245,566	$ 272,208

The deferred revenue is amortized to profit or loss on a straight-line basis over the life of the related contract. As at March 31, 2020, expected revenue to be recognized over the term of the contracts are as follows:

2020	181,654
2021	150,720
2022	98,516
2023	37,796
Total	468,686

11. Short-term Loan

In 2019, the Company obtained a $1 million revolving credit facility. The credit facility bears interest at a rate equivalent to the bank's prime lending rate plus 1.5%, is due on demand, and is secured by the assets of the Company. The outstanding balance as of March 31, 2020 is $955,687 (2019 – $889,339). The Company incurred interest expense related to its short-term loan of $12,058 during the three months ended March 31, 2020 (2019 - $nil).

(Unaudited - Expressed in Canadian dollars)

12. Long-term Debt

	March 31, 2019	December 31, 2019
(i) Eastern Ontario Futures Development Corporations Networks Inc.	$ 213,055	$ 232,308
(ii) Federal Economic Development Agency of Southern Ontario	293,558	295,809
	$ 506,613	$ 528,117
Less:		
Current portion	97,570	82,293
Deferred financing fees	4,969	5,617
	$ 404,074	$ 440,207

(i) Eastern Ontario Community Futures Development Corporations Network Inc. loan bearing interest at 10% per annum, repayable in monthly blended principal and interest installments of $8,301, maturing on September 30, 2022. The loan is secured by a general security agreement against all of the assets of the Company. For the three months ended March 31, 2020, the Company recognized interest expense of $5,648 (2019 – $7,473).

(ii) Federal Economic Development Agency of Southern Ontario non-interest-bearing loan, repayable in monthly installments beginning January 1, 2019, and maturing on December 1, 2023. Monthly installments are $2,000, $3,000, $5,000, $8,000 and $15,000 for the years 2019 through 2023, respectively, with a final month payment of $19,000. The face value of the loan is $400,000. It was initially recorded on the consolidated statement of financial position at its fair market value of $251,608 and is being accreted (through interest expense) back to its face value over the term of the loan. For the three months ended March 31, 2020, the Company recognized interest expense of $6,750 (2019 – $6,705).

The future principal and interest payments required under the terms of the Company's long-term debt agreements are as follows:

2020	101,705
2021	159,607
2022	162,405
2023	184,000
Total	607,717

13. Convertible Debenture

On November 1, 2019, the Company issued 10% convertible notes in the principal amount of $811,000. The convertible notes mature on November 1, 2022, and are convertible at any point prior to maturity, at the option of the noteholders, into units comprised of: (i) one common share of the Company (each, a "Common Share"); and (ii) one-half of one Common Share purchase warrant (each whole warrant being a "Warrant"). Each Convertible Debenture is convertible into that number of units computed on the basis of the principal amount of the Convertible Debentures divided by the conversion price of $0.20 per unit. Each Warrant entitles the holder thereof to purchase one Common Share of the Company (each a "Warrant Share") until November 1, 2022 at a price of $0.35 per Warrant Share (subject to adjustment in certain circumstances). Interest on the principal amount outstanding is calculated and payable semi-annually in June and December each year and shall be first payable on December 31, 2019.

(Unaudited - Expressed in Canadian dollars)

13. Convertible Debenture (cont'd…)

Upon initial recognition, the Company allocated the proceeds between the components based on the fair value of the debt and the residual to the equity component. Transaction costs were allocated proportionally to the liability and equity components. The fair value of the liability component of $592,849, net of transaction costs of $51,195, was determined using a market rate of 20%. The value of the equity component amounted to $112,959, net of transaction costs of $13,271, and deferred taxes of $40,726.
The transaction costs totaling $64,466, as described above, comprised of finders' fees amounting to $50,993 and 89,950 share purchase warrants issued to finders with a fair value of $13,473. Each warrant entitles the holder for one common share at an exercise price of $0.35 until November 1, 2019.

During the period ending March 31, 2020, $90,000 of the convertible debenture was converted into 450,000 Common Shares and 225,000 Warrant Shares. As of March 31, 2020, the outstanding balances associated with the convertible debenture were as follow:

Liability component of debenture	592,849
Accretion	19,834
Interest	31,541
Interest payable recorded in AP and accrued liabilities	(13,516)
Fair value of the debenture converted	(66,700)
Balance	564,008
Less: current portion	72,100
	491,908

14. Royalty Funding

On November 12, 2013, the Company entered into a sales agreement under which Flow Capital Corp., formerly known as Grenville Strategic Royalty Corp. ("Grenville"), advanced the Company $375,000. In form, the amount received represents a prepaid deposit for future goods and services to be provided by the Company to Grenville to be drawn down based on Grenville's annual purchases from the Company.

Grenville is entitled to a royalty of 1.125% ("Royalty Percentage") of the Company's revenues, in perpetuity, unless partially or fully extinguished through the exercise of repurchase rights as described below. Under the terms of the agreement, the Company has the following options to extinguish its royalty payment obligation to Grenville:

a) The Company may extinguish 50% of the Royalty Percentage by paying $750,000 to Grenville during the period from November 12, 2017 to November 17, 2017 (the "Initial Repurchase Right"). In November 2017, the Company amended its agreement with Grenville to extend this right to the earlier of March 31, 2018, or within 30 days of the date on which the Company becomes a publicly listed company on a recognized exchange. This right expired on March 31, 2018 and was not exercised by the Company;

b) Because the Initial Repurchase Right was not exercised, the Company may extinguish 50% of the Royalty Percentage by paying $1,125,000 during the period from November 12, 2020, and November 17, 2020 (the "Subsequent Repurchase Right");

c) If the Company has not exercised the Subsequent Repurchase Right, the Company may extinguish 100% of the Royalty Percentage at any point after November 12, 2023, by paying $1,875,000 to Grenville (the "Final Repurchase Right");

14. Royalty Funding (cont'd…)

d) If the Company exercises the Subsequent Repurchase Right, the Company may extinguish the remaining 50% of the Royalty Percentage under the same terms as the Final Repurchase Right, except that the buyout amount is $750,000 instead of $1,875,000.

The agreement meets the definition of financial liability under IAS 32, Financial Instruments: Presentation because it represents a contractual obligation to deliver cash or another financial asset to another entity.

The Company made this determination after reviewing the substance of the agreement and determining that the cash received at the inception of the arrangement did not represent a deposit for any future sales, but rather an obligation for future royalty payments that will remain payable at the original amount of $375,000 until such time as the Company extinguishes all or part of the Royalty Percentage and the obligation for future royalty payments.

The Company incurred interest expense related to its royalty funding of $770 for the three months ended March 31, 2020 (2019 – $3,062).

15. Share Capital

Authorized:

Unlimited number of common shares without nominal or par value.

During the three months ended March 31, 2020, the Company issued:

(i) 450,000 common shares as a result of the conversion of $90,000 convertible debt;
(ii) 62,242 common shares for cash consideration of $3,112 and the transfer of $29,949 from contributed surplus to share capital in respect of stock option exercises.

During the year ended December 31, 2019, the Company issued:

(i) 10,679,500 common shares at $0.25 per unit for gross proceeds of $2,669,875 in relation to a private placement. Each unit is comprised of one share and one share purchase warrant exercisable for one common share at $0.50 for three years. The Company determined the fair value of shares and warrants issued using the relative fair value method. The fair value of the shares and warrants amounted to $1,672,197 and $997,678, respectively.

(Unaudited - Expressed in Canadian dollars)

16. Equity-based Settlements

a. Options

Under the Company's stock option plan, the Company may, at its discretion, grant stock options to its directors, officers, and employees. The options vest over periods ranging from upon issuance to four years. All of the options expire 10 years from the date of the grant.

Below is a continuity of stock options outstanding. On July 13, 2018, the stock options were subdivided on a 2.63452:1 basis. All references to stock options reflect this subdivision.

Stock options outstanding – December 31, 2018	**3,575,011**
Stock options issued during year	487,002
Stock options forfeited during year	(506,421)
Stock options outstanding – December 31, 2019	**3,555,592**
Stock options exercised during the three months	(62,242)
Stock options forfeited during the three months	(106,861)
Stock options outstanding – March 31, 2020	**3,386,489**

As at March 31, 2020, 2,532,679 (2019 – 2,154,172) options were vested and exercisable. For the three months ended March 31, 2020, the Company recognized $14,231 (2019 – $ 52,485) of stock-based compensation expense in relation to its stock option plan.

The fair value of all options granted was estimated at the date of grant using the Black-Scholes option-pricing model, using the following assumptions:

	March 31, 2020
Expected option life (years)	2 – 7
Volatility	71% – 126%
Forfeiture rate	0% – 50%
Risk-free interest rate	0.81% – 2.27%
Dividend yield	–

Options outstanding and exercisable at March 31, 2020, were comprised of the following:

Exercise price	Expiry date	Remaining contractual life (years)	Number of options*	Number of options exercisable	Weighted average exercise price
$0.05	2024-05-02	4.09	82,554	82,554	$0.05
$0.16	2024-09-12	4.45	467,002	-	$0.16
$0.26	2025-04-20	5.06	247,394	247,394	$0.26
$0.26	2025-06-30	5.25	94,242	94,242	$0.26
$0.31	2026-04-30	6.08	117,018	117,018	$0.31
$0.49	2023-11-26	3.66	388,000	148,750	$0.49
$0.50	2026-04-30	6.08	919,470	863,804	$0.50
$0.50	2027-10-31	7.59	237,014	145,122	$0.50
$0.52	2025-12-11	5.70	236,590	236,590	$0.52
$0.80	2020-07-13	0.28	597,205	597,205	$0.80
		Total	3,386,489	2,532,679	$0.46

(Unaudited - Expressed in Canadian dollars)

16. Equity-based Settlements (cont'd…)

a. Options (cont'd…)

Options outstanding and exercisable at December 31, 2019, were comprised of the following:

Exercise price	Expiry date	Remaining contractual life (years)	Number of options*	Number of options exercisable	Weighted average exercise price
$0.05	2024-05-02	4.3	144,796	144,796	$0.05
$0.16	2024-09-12	4.7	487,002	-	$0.16
$0.26	2025-04-20	5.3	247,394	247,394	$0.26
$0.26	2025-06-30	5.5	101,771	101,771	$0.26
$0.31	2026-04-30	6.3	126,367	126,367	$0.31
$0.49	2023-11-26	3.9	388,000	127,000	$0.49
$0.50	2026-04-30	6.3	921,445	806,217	$0.50
$0.50	2027-10-31	7.8	305,022	179,371	$0.50
$0.52	2025-12-11	6.0	236,590	236,590	$0.52
$0.80	2020-07-13	0.5	597,205	597,205	$0.80
		Total	3,555,592	2,566,711	$0.46

*On July 13, 2018, the stock options were subdivided on a 2.63452:1 basis. All references to stock options reflect this subdivision.

b. Warrants

In Q1 2020, 225,000 shares of warrants were issued as a result of a conversion of $90,000 convertible debenture. Each Warrant entitles the holder to purchase one Common Share of the Company until November 1, 2022 at a price of $0.35 per Warrant Share.

In Q1 2019, the Company completed equity financing by way of a brokered private placement in three tranches which resulted in the issuance of 10,679,500 subscription receipts. Each subscription receipt was automatically converted into one common share and one share purchase warrant. Additionally, the Company issued 719,565 share purchase warrants to the brokers as part of issuance costs. Each share purchase warrant entitles the holder thereof to purchase one common share at $0.50 per common share for a period of 36 months following the closing of the private placement.

The Company issued 89,950 warrants in connection with its convertible debt issuance (Note 13).

(Unaudited - Expressed in Canadian dollars)

16. Equity-based Settlements (cont'd…)

b. Warrants (cont'd…)

As of December 31, 2018, there were 5,533,789 warrants outstanding, including 4,284,500 warrants from the private placements and 1,029,089 warrants issued to Ontario Centres of Excellence ("OCE"). The OCE warrants were issued on July 13, 2018 to settle warrants issued May 5, 2014 as part of a convertible debenture which were classified as a derivative liability. The difference between the carrying amount of the derivative liability extinguished and the consideration paid of $488,336 has been recognized in the consolidated statements of loss and comprehensive loss in the amount of $422,591.

The following is a summary of changes in share purchase warrants from December 31, 2018 to March 31, 2020:

Share purchase warrants - December 31, 2018	**5,533,789**
Granted during year	11,489,015
Expired during year	(1,190,041)
Share purchase warrants - December 31, 2019	**15,832,763**
Granted during the three months	225,000
Expired during the three months	(4,310,582)
Share purchase warrants - March 31, 2020	**11,747,181**

Warrants outstanding and exercisable at March 31, 2020 were comprised of the following:

Exercise price	Expiry date	Remaining contractual life (years)	Number of Warrants	Weighted average exercise price
$0.50	2024-07-11	4.28	17,209	$0.50
$0.50	2022-02-22	1.90	4,300,240	$0.50
$0.50	2022-03-22	1.98	6,403,825	$0.50
$0.50	2022-03-28	1.99	695,000	$0.50
$0.35	2022-11-01	2.59	314,950	$0.35
$0.58	2025-02-11	4.87	15,957	$0.58
		Total:	11,747,181	$0.50

(Unaudited - Expressed in Canadian dollars)

16. Equity-based Settlements (cont'd…)

b. Warrants (cont'd…)

Warrants outstanding and exercisable at December 31, 2019, were comprised of the following:

Exercise price	Expiry date	Remaining contractual life (years)	Number of Warrants	Weighted average exercise price
$0.05	2020-03-13	0.20	26,082	$0.05
$0.50	2024-07-11	4.53	17,209	$0.50
$0.50	2022-02-22	2.15	4,300,240	$0.50
$0.50	2022-03-22	2.22	6,403,825	$0.50
$0.50	2022-03-28	2.24	695,000	$0.50
$0.35	2022-11-01	2.84	89,950	$0.35
$0.58	2025-02-11	5.12	15,957	$0.50
$1.50	2020-02-22	0.15	2,196,312	$1.50
$1.50	2020-03-14	0.20	2,088,188	$1.50
		Total:	15,832,763	$0.58

The fair value of all warrants granted was estimated at the date of grant using the Black-Scholes option-pricing model, using the following assumptions:

	March 31, 2020
Expected warrant life (years)	3
Volatility	109%-115%
Risk-free interest rate	1.48% – 1.89%
Dividend yield	–

On July 13, 2018, as part of the Transaction, the Company re-priced 26,082 warrants to have an exercise price of $0.05 per share to fulfill a minimum price requirement by the Exchange. The modification of warrants caused an increase in exercise price with the other terms and conditions remaining the same. This modification of warrants resulted in no incremental value and therefore no additional expense was recognized for this modification.

c. Restricted Share Units ("RSU")

Under the Company's equity incentive compensation plan, the Company may, at its discretion, grant RSUs to its directors, officers, and employees, that give rights to receive shares or cash or a combination thereof upon settlement, Each RSU is subject to a Period of Restriction, during which time the RSU is subject to forfeiture based on the passage of time, the achievement of performance criteria, and/or upon the occurrence of other events as determined.

On September 12, 2019, the Company granted 1,176,653 RSUs with each RSU vesting on February 1, 2020 to its employees, consultants, officers, and directors. On November 25, 2019, the Company granted 24,000 RSUs to its director with each RSU vesting on November 25, 2020.

Total stock-based compensation related to RSUs during the three months ended March 31, 2020 was $43,508 (2019 - $nil).

(Unaudited - Expressed in Canadian dollars)

16. Equity-based Settlements (cont'd…)

c. Restricted Share Units ("RSU")

Each vested RSU entitles the holder to receive one common share of the Company by delivering an exercise notice in accordance with the Company's 2019 Omnibus Equity Incentive Compensation Plan.

The fair value of all RSUs granted was based on the stock price at the date of grant. As of March 31, 2020, there were 1,200,653 RSUs outstanding.

17. Related Party Transactions

The Company transacts with key individuals from management who have authority and responsibility to plan, direct, and control the activities of the Company. Key management personnel are defined as the executive officers of the Company and certain other key employees, including the Chief Executive Officer, Chief Power Officer, Chief Technology Officer, and Chief Financial Officer.

Remuneration to key management was as follows:

	March 31, 2020	March 31, 2019
Salaries and benefits, including bonuses	$ 116,250	$ 176,000
Stock-based compensation	44,871	16,000
Total	$ 161,121	$ 192,000

The remuneration related to stock-based compensation in the table above represents the entire fair value of the stock options issued to key management during each year which will be recognized as expense over the related vesting periods.

Accounts payable and accrued liabilities as of March 31, 2020, includes short-term amounts owing to shareholders of the Company for reimbursement of business expenses totaling $440,637 (December 31, 2019 – $526,161).

18. Loss Per Share

For all the periods presented, diluted net loss per share equals basic loss per share due to the anti-dilutive effect of options and warrants. The outstanding number and type of securities that could potentially dilute basic net loss per share in the future but that were not included in the computation of diluted net loss per share because to do so would have reduced the loss per share (anti-dilutive) for the periods presented are as follows:

	March 31, 2020	December 31, 2019
Stock options	3,386,489	3,555,592
Warrants	11,747,181	15,742,813
RSUs	1,200,653	1,176,653
Total	16,344,324	20,475,058

Expenses related to the warrants and RSUs are included in stock-based compensation in the consolidated statements of loss and comprehensive loss or as an adjustment to share capital if the costs relate to the issuance of shares and are based on the same assumptions as disclosed in Note 16.

19. Capital Risk Management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. At March 31, 2020, the Company's shareholders' equity was $(1,161,146) (December 31, 2019 – $(231,158)) and the Company's debt was $2,624,138 (December 31, 2019 – $2,637,089).

The Company's objective is to maintain a capital structure that supports its long-term growth strategy, maintains creditor and customer confidence, and maximizes shareholder value. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. No changes were made in the objectives, policies or processes of capital management during the three months ended March 31, 2020.

The Company is dependent on cash flows generated from its operations and from external financing to fund its activities. The Company will spend its existing working capital and raise additional amounts as needed.

20. Financial Instruments

The Company defines fair value as 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. In assessing the fair value of a particular contract, the market participant would consider the credit risk of the counterparty to the contract. Consequently, when it is appropriate to do so, the Company adjusts the valuation models to incorporate a measure of credit risk. Fair value represents management's estimates of the current market value at a given point in time.

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

As at March 31, 2020, the Company's financial instruments consist of cash, accounts receivable and other receivables, long-term accounts receivable, accounts payable and accrued liabilities, long-term debt, convertible debentures, and royalty funding. The fair values of cash, accounts receivable and other receivables, long-term accounts receivable, accounts payable and accrued liabilities, long-term debt, and royalty funding approximate their carrying values due to their nature.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There have been no significant transfers between levels during the period.

In the normal course of its business, the Company is exposed to a number of financial risks that can affect its operating performance. These risks, and the actions taken to manage them, are as noted below.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and other price risks such as equity price. The Company's exposure to other price risk is low. Financial instruments affected by market risk include accounts receivable and other receivables, accounts payable and accrued liabilities, long-term debt, and royalty funding.

20. Financial Instruments (cont'd…)

(ii) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's long-term debt is subject to fixed interest rates and the risk of fluctuating future cash flows resulting from changes in market interest rates is limited.

(iii) Foreign currency risk

Foreign exchange risk arises when the Company enters into transactions denominated in a currency other than its functional currency. A significant portion of the Company's revenues are denominated in United States dollars ("USD") along with a portion of its purchases. To the extent possible, the Company uses cash received from sales to finance its USD purchases and limit its exposure to foreign currency risk.

The Company has the following balances denominated in USD (amounts in the table below are post-translation to Canadian dollars):

	March 31, 2020	December 31, 2019
Cash	$ 280,526	$ 53,051
Accounts receivable and other receivables	1,743,118	2,685,646
Accounts payable and accrued liabilities	606,266	1,226,002

If a shift in foreign currency exchange rates of 10% were to occur, the foreign exchange gain or loss on the Company's net monetary assets would change by approximately $142,000 at March 31, 2020 (December 31, 2019 – $151,000) due to the fluctuation and this would be recorded in the consolidated statements of loss and comprehensive loss.

(iii) Concentration of credit risk and economic dependence

The Company is exposed to credit risk with respect to the collectability of its customer accounts receivable. Credit risk is concentrated as three customers represented 69% at March 31, 2020 (December 31, 2019 – three customers represented 68%) of the Company's accounts receivable balance. The Company performs credit assessments of potential customers and ensures its accounts receivable where appropriate. Regular credit assessments are performed of customers' accounts receivable balances and allowances for potentially uncollectible accounts receivable are provided where appropriate. The following table provides information about the exposure to credit risk for accounts receivable as at March 31, 2020:

Current (not past due)	$ –
0 – 30 days past due	458,419
31 – 60 days past due	623,814
61 – 90 days past due	185,446
Over 90 days past due	101,618
Total	$ 1,369,298

The Company is also exposed to economic dependence risk with respect to its sources of revenue. For the three months ended March 31, 2020, one customer represented 66% (December 31, 2019 – five customers represented 68%) of its total revenue.

(Unaudited - Expressed in Canadian dollars)

20. Financial Instruments (cont'd…)

(iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk resulting from its accounts payable and accrued liabilities, long-term debt, convertible debentures, and royalty funding by ensuring sufficient cash is on hand from cash flows from operations and financing from investors. As of March 31, 2020, the Company's current liabilities exceeded its current assets by $198,628 (December 31, 2019 – current assets exceeded current liabilities by $1,149,355).

Contractual maturities of the Company's long-term debt are outlined in Note 12 to the consolidated financial statements. Other financial liabilities, including accounts payable and accrued liabilities have maturities within 12 months of the Company's year-end.

21. Commitments and Contingencies

The Company has entered into a lease agreement for its premises with estimated minimum annual payments as follows:

2020	$ 82,399
2021	109,865
2022	73,243
Total	$ 265,507

The Company is committed to pay Grenville annually an amount equal to 1.125% of its annual revenue unless the buyout options are exercised (see Note 14).

22. Segment Information

The Company has one reportable segment. This single reportable operating segment derives its revenues from the sale of off-grid solar power solutions and related services.

The Company operates in three principal geographical areas: Canada, the United States of America ("USA"), and the Middle East and Africa ("MEA").

The Company's revenue from external customers by location of operations is detailed below:

	March 31, 2020	March 31, 2019
Canada	$ 13,792	$ 83,284
USA	21,244	95,847
MEA	185,660	97,769
Other	17,475	62,875
Total	$ 238,171	$ 339,776

23. Subsequent Events

On April 14, 2020, the Company has received $2 million from BDC as the first tranche of a $5 million loan facility. The loan has a 5-year term and consists of an initial period of interest-only payments through August 15, 2022, and a subsequent period commencing on September 15, 2022, of principal and interest payments, culminating in a balloon payment at the end of the term.

On April 20, 2020, the Company announced the signing of a Large Rollout project with an initial purchase order for 50 units of a planned multi-year 500-unit sale. The contract envisages 2020 sales for Clear Blue of an estimated $3.5 million.