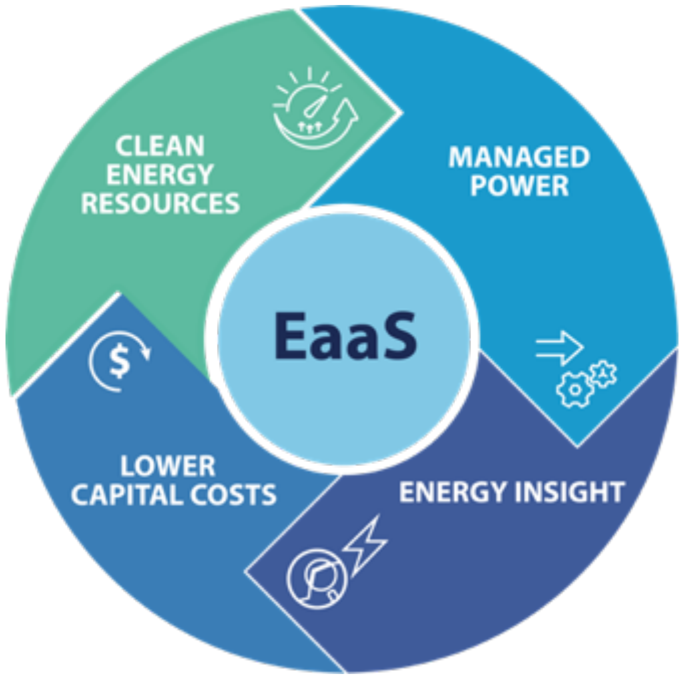
Clear Blue Technologies
The Smart Off-Grid Company



Delivering Energy as a Service
In
37 Countries

Clear Blue Technologies International Inc.
Management's Discussion & Analysis

For the Quarter Ended March 31, 2020, and 2020

Dated: May 27, 2020

MANAGEMENT'S DISCUSSION & ANALYSIS IN CONNECTION WITH THE FINANCIAL STATEMENTS OF CLEAR BLUE TECHNOLOGIES INTERNATIONAL INC. FOR THE YEAR ENDED MARCH 31, 2020 AND 2019

This management's discussion and analysis of the results of operations and financial condition (the "MD&A") of Clear Blue Technologies International Inc. ("Clear Blue" or "Company") should be read in conjunction with the condensed interim consolidated financial statements of Clear Blue and the related notes thereto for the interim period ended March 31, 2020, and the audited consolidated financial statements for the year ended December 30, 2019. This MD&A is presented as of May 27, 2020, and is current to that date unless otherwise stated. The financial information presented in this MD&A is derived from Clear Blue's unaudited interim consolidated financial statements for the interim period ended March 31, 2020, prepared in accordance with IFRS.

The financial information presented in this MD&A is derived from Clear Blue's condensed interim consolidated financial statements for the period ended March 31, 2020. All information, except for Non-IFRS measures, has been prepared in accordance with IFRS and, unless otherwise stated, is in Canadian Dollars. Additional information relating to the Company, including the annual and quarterly financial statements and MD&A, and annual information form ("AIF"), is available on SEDAR at www.sedar.com and on our website at www.dirtt.net.

This MD&A addresses matters we consider essential for an understanding of the Company's business, financial condition and results of operations as at and for the three-month periods ended March 31, 2020, along with any subsequent material information.

Caution Regarding Forward-Looking Information

This MD&A contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Corporation's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Clear Blue's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". By identifying such information and statements in this manner, Clear Blue is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Clear Blue to be materially different from those expressed or implied by such information and statements.

The forward-looking information contained herein may include, but is not limited to, information relating to:

- *the expansion of the Corporation's business to new geographic areas;*
- *the performance of the Corporation's business and operations;*
- *expectations with respect to the advancement of the Corporation's products and services;*
- *expectations relating to market adoption of the Corporation's technologies and solutions;*
- *expectations with respect to the advancement and adoption of new products, including the adoption of new products by the Corporation's existing customer base;*
- *the anticipated trends and challenges in the Corporation's business and the markets and jurisdictions in which the Corporation operates;*
- *the ability to obtain capital;*
- *sufficiency of capital;*
- *general economic, financial market, regulatory and political conditions in which the Corporation operates; and*
- *estimations and anticipated effects of the COVID-19 pandemic.*

By identifying such information and statements in this manner, the Corporation is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such information and statements.

An investment in securities of the Corporation is speculative and subject to several risks including, without limitation, the risks discussed under the heading "Risk Factors" in the Corporation's listing application dated July 12, 2019. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

In connection with the forward-looking information and forward-looking statements contained in this MD&A, the Corporation has made certain assumptions, including, but not limited to:

- the Corporation’s anticipated cash needs and its needs for additional financing;
- the Corporation will continue to be in compliance with regulatory requirements;
- the Corporation will have sufficient working capital and will, if necessary, be able to secure additional funding necessary for the continued operation and development of its business; and
- key personnel will continue their employment with the Corporation and the Corporation will be able to obtain and retain additional qualified personnel, as needed, in a timely and cost-efficient manner; and
- the effects of COVID-19 and assumptions related to local and global economics.

Although the Corporation believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this MD&A are made as of the date of this press release. All subsequent written and oral forward-looking information and statements attributable to the Corporation or persons acting on its behalf is expressly qualified in its entirety by this notice.

Our Business

Clear Blue Technologies, the Smart Off-Grid company, was founded on the vision of delivering clean, managed, "wireless power."

We create and manage innovative products and solutions to meet the growing global demand for reliable, low-cost off-grid energy; to power lighting, telecom, and other internet-of-things devices – infrastructure that's mission-critical to today's modern world.

Our patented smart off-grid technology connects these solar, hybrid, and wind-powered devices to a cloud-based management system. Together with our ongoing management service, this technology improves the reliability of these systems and reduces maintenance and operational costs by up to 80%.

We generate revenue in two ways: firstly, through the sale of smart off-grid controllers, power pack systems and our Illumient solar-powered street lighting, and, secondly, through recurring revenue from Illumience, our cloud-based management software and service, and through sales of Energy as a Service (EaaS).

As an ongoing recurring revenue service, Clear Blue manages and operates all of its Smart Off-Grid systems, which operate in 37 countries around the world as of March 31, 2020. In North America, we have customers in over 25 states in the U.S. and 8 Canadian provinces. Globally, our systems have power and control lighting, security, and telecom applications, including sites in Europe, the Middle East, Africa, and South-east Asia. Clear Blue's unique technologies make it resilient in extreme climates and remote locations, and it empowers local resources to install and support mission-critical applications.

Clear Blue's business strategy is to provide Smart Off-Grid Power to support mission-critical infrastructure across government and commercial markets. Our technology and our service model focus on delivering on a brand promise of:

- Maximum Uptime
- Longest Life
- Ease of installation and maintenance

Our key differentiators are:

- Energy forecasting and management
- Troubleshooting and remediation

Clear Blue's solutions are designed with reliability in mind and have a key focus on delivering the lowest Total Cost of Ownership for our customers.

How We Analyze and Report Our Results

Because our sales involve discrete projects with a wide range of order sizes, we experience a high variability of results on a quarter to quarter basis. A trailing four-quarter ("TFQ") analysis, therefore, provides a more relevant perspective on the progress and the potential growth of the Company. The tables below present the Company's TFQ financial results for the periods ending March 31, 2020, and 2019, respectively.

Financial Highlights

- Clear Blue's offices were closed in March 2020 as a result of COVID-19, impacting our ability to ship and recognize revenue for Q1. As a result, trailing Four Quarterly (TFQ) Revenue of $3,869,206, a 2% increase over the previous TFQ period;
- Quarterly revenues of $238,171 in Q1, a 30% decrease over Q1 2019;
- TFQ Gross Margin percentage decreased from 25.1% to 22.3%, a reduction resulting from a new allocation, beginning in Q4 2019 as a result of our scale, to record direct service cost expenses to Gross Margin. Without this, TFQ Gross Margin increased to 25.6%;
- Q1 2020 Gross Margin percentage of 32%, relative to 31% in Q1 2019;
- On a TFQ basis, Adjusted EBITDA (see Non-IFRS Measures) was $(3,703,721) versus $(5,063,072) in 2019, a 27% improvement. Q1 Adjusted EBITDA was ($903,424) versus (1,387,771), a 35% improvement
- Clear Blue has undertaken a strong cost reduction plan as a general part of its overall 2020 plan to improve our EBITDA. Besides, additional cost reductions were undertaken in March to mitigate the short-term impact of COVID-19. Additionally, the number of government COVID-19 assistance programs have been obtained to support funding of salaries over the period;
- 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;
- On April 14, 2020, the Company arranged additional liquidity through a $5 million loan from BDC Capital Inc. The Company has received the first $2 million tranche with an additional $3 million available by meeting certain financial milestones.

The Company commenced a lockdown in the middle of March 2020, closing its offices and ceasing production and shipping of products. Employees began working from home beginning in late February, with more than 80% of the Company's staff able to perform the majority of their job functions remotely. Only the production and shipping of orders is impacted by the office closing, which impacts between four and six people at any given time. Clear Blue has developed and implemented a comprehensive strategy to deal with the COVID-19 pandemic, including a lockdown of Company operations from mid-March to mid-May. The Company reopened its offices on May 19, 2020. While there are ongoing risks and issues, the Company is working to maintain a strong supply chain, including the ability to ship to customers and receive supply chain components. On the sales side, Clear Blue continues to see strong customer support for products in both North America and internationally.

From an IFRS perspective,

	Three months ended**			TFQ ended		
Result of Operations	**March 31, 2020**	**March 31, 2019**	**Change**	**March 31, 2020**	**March 31, 2019**	**Change**
Revenue	$ 238,171	$ 340,266	-30%	$ 3,869,206	$ 3,795,626	2%
Cost of sales	161,037	233,999	-31%	3,007,176	2,841,545	6%
Gross profit	77,134	106,267	-27%	862,030	954,081	-10%
Gross margin %	32%	31%		22%	25%	
Operating expenses	1,264,337	1,518,242	-17%	5,426,756	6,192,649	-12%
Operating loss	(1,187,203)	(1,411,975)	-16%	(4,564,726)	(5,238,568)	-13%
Other expenses	86,413	(55 ,884)	-255%	(170,123)	(3,269,418)	-95%
Net loss and comprehensive loss	$ (1,100,790)	$ (1,467,859)	-25%	$ (4,734,849)	$ (8,507,986)	-44%

From a non-IFRS Adjusted EBITDA perspective,

Q1 2020 Adjusted EBITDA was ($903,424) versus comparative period (1,387,771), which represents 35% improvement. Clear Blue's Non-IFRS Adjusted EBITDA for TFQ Q1 2020 was $ (3,703,721) as compared to the respective comparative $(5,063,072). This was a 27% improvement year over year.

	Three months ended**			TFQ ended		
Result of Operations	**March 31, 2020**	**March 31, 2019**	**Change**	**March 31, 2020**	**March 31, 2019**	**Change**
Revenue	$ 238,171	$ 340,266	-30%	$ 3,869,206	$ 3,795,626	2%
Cost of sales	161,037	233,999	-31%	3,007,176	2,841,545	6%
Gross profit	77,134	106,267	-27%	862,030	954,081	-10%
Gross margin %	32%	31%		22%	25%	
Non-IFRS Operating expenses	980,558	1,494,038	-34%	4,565,751	6,017,152	-24%
Non-IFRS Adjusted EBITDA*	(903,424)	(1,387,771)	-35%	(3,703,721)	(5,063,072)	-27%

From a balance sheet perspective:

Balance Sheet	March 31, 2020	December 31, 2019	Change
Total current assets	$ 3,597,265	$4,921,391	-27%
Total assets	4,287,904	5,308,496	-19%
Current liabilities	3,795,893	3,772,036	1%
Total liabilities	5,449,050	5,539,654	-2%
Total shareholders' equity	(1,161,146)	(231,158)	-402%
Working capital (current assets exceed current liabilities) *	$ (198,628)	$ 1,149,355	-117%

* Note: As per IFRS, the company's bank line is deemed to be a current liability impacting the working capital calculation. Additionally, some portion of 2019 management compensation was also included in this amount and subsequent to the quarter was converted to equity. Without the company's bank line, working capital would have been $1,203,753.

Revenue

Clear Blue develops and sells integrated smart off-grid power solutions and ongoing remote power management services designed to provide low-cost, centrally managed, reliable off-grid power systems for lighting, telecommunications, voice and data, security, and IoT devices.

Clear Blue generates product revenue through the sale of our core smart off-grid controllers, our nano-grid power-packs, and our full Illumient-branded solar streetlight. Also, the Company generates recurring revenue through the provision of our ongoing remote (cloud-based) power and energy management services (Illumience and EaaS). Revenue received at the time of sale related to these services is deferred and recognized pro-rata over the contract term.

Revenue by Product

Clear Blue's revenue by product category, for the TFQ ended March 31, 2020, and 2019, was:

	Three months ended March 31		TFQ Ended March 31		
Revenue by Category	2020	2019	2020	2019	% Change
Product Revenue					
Smart off-grid controllers and systems	159,592	192,318	911,514	2,318,295	-61%
Illumient smart off-grid lighting	2,379	114,016	2,763,208	1,343,354	106%
Recurring Rev – Illumience & EaaS	76,200	33,932	194,484	133,977	45%
Total Revenue	238,171	340,266	3,869,206	3,795,626	2%
Cumulative Units Deployed	5020	3712	5019	3,540	
Average Contract Size	27,644	25,712	70,592	39,354	

Revenue in the quarter ending March 31, 2020 decreased by 30% to $238,171 comparing against the respective comparative period, mainly impacted by the closure of the offices due to the pandemic. On a TFQ basis, revenue increased by $73,579, a percentage increase of 2% for the TFQ ended March 31, 2020, compared year over year to the previous trailing four-quarter period.

Revenue by Vertical

Clear Blue's revenue distribution by industry vertical for the TFQ ended March 31, 2020, and 2019, was:

	Three months ended March 31		TFQ Ended March 31		
Revenue by Vertical	**2020**	**2019**	**2020**	**2019**	**% Change**
Lighting	7,487	114,016	2,848,458	3,382,242	-16%
Telecommunications	230,684	81,298	1,077,672	252,483	327%
Security/IoT/Other	0	144,952	(56,925)	160,901	-135%
Total Revenue	**238,171**	**340,266**	**3,869,206**	**3,795,626**	2%

Only 1 telecom order was able to ship in Q1. The rest of the projects were deferred to later in the year and thus not reflected in the Q1 results.

Revenue by Region

Clear Blue's revenue distribution by geography for the TFQ ended March 31, 2020, and 2019, was:

	Three months ended March 31	Three months ended March 31	TFQ Ended March 31		
Revenue by Geography	**2020**	**2020**	**2020**	**2019**	**% Change**
Canada	13,792	83,774	231,100	1,065,043	-78%
USA	21,244	95,847	1,326,438	996,736	33%
MEA (Middle East & Africa)	185,660	97,769	1,689,511	1,599,314	6%
Other	17,475	62,876	622,157	134,533	362%
Total Revenue	**238,171**	**340,266**	**3,869,206**	**3,795,626**	2%

Telecom Sector Adoption & Progress

Beginning in August of 2019, the Company began to provide visibility to its progress within the telecommunications market.

- The development and sales process in the telecoms market is critical to Clear Blue's growth strategy. In the telecom industry, infrastructure projects follow a frequent pattern of Proof of Concept pilots consisting of 1 – 10 systems, followed by,
- First Installs of 10 – 100 systems, followed by
- Large Rollout of hundreds to thousands of systems

During 2019, Clear Blue was selected to participate in a total of 12 POCs and 5 First Installs. During Q1 2020, no additional POCs or First Installs were signed. Subsequent to the end of the quarter, the Company announced the win of a large Rollout contract. While COVID has impacted the speed of some of these projects, the Company continues to see a lot of activity around these rollouts. At this time, our customers are continuing to moving forward, albeit more slowly given that all of them have also experienced shutdowns during the COVID. Additionally, activity on new programs and large scale rollouts continues in the market, and as such we do anticipate additional POCs, first installs, and large scale rollouts occurring.

COVID has illustrated the critical need for connectivity in the world's 'new normal'. Governments in Africa are pushing for rural connectivity to support mobile payments and other services and telcos are moving forward as well. Clear Blue believes that the telecom sector will be a growth sector coming out of COVID. Additionally, there are a great many discussions around utilizing this event as a catalyst to accelerate our Climate Change investments and thus, investments in Solar Off-Grid projects such as Clear Blue's should also benefit.

Cost of Sales and Gross Margin

Gross margins for the Q1 period decreased by $92,051 over a comparable quarter period or 10% for the TFQ ended March 31, 2020, compared to the same period in 2019. This was as a result of expense allocations for the ongoing Illumience and EaaS service. Without this change, gross margins would have increased by $38,080 or 4% respectively. As a result of actions begun in 2019, Clear Blue plans to increase our gross margin in several ways:

- Increased pricing as a result of the proven value and performance track record of Clear Blue's Smart Off-Grid technology;
- Through increases in the efficiency of our supply chain management, procurement, and inventory management;
- Through cost reduction in our operations;
- Through enhanced value add features which deliver more business benefit to our customers;
    - the support of more diverse Internet of Things and Smart City applications
    - the launch of our lithium battery-based product line

- the support of more mission-critical applications such as telecom requiring more sophisticated functionality.

The full impact of the above actions will appear in 2020 and 2021. The Company anticipates that these efforts will yield more significant improvements in Gross Margin going forward. The cost reductions in our product, as well as the introduction of new value-added features, begins shipping as soon as we re-open from the COVID-19 lockdown of Spring 2020.

Clear Blue Service Adoption & Recurring Revenue

Clear Blue is unique in the market in that it provides an ongoing management service for all of the systems it sells. This service model enables us to deliver on our brand promise in a way that no other company in the world can do today. To track our progress in this area, Clear Blue tracks two key metrics:

- Number of units deployed
  - In Q1 2020, Clear Blue deployed 51 units for a total number of units of 5,019 to date. Every system sold includes ongoing Illumience management and monitoring. Today Clear Blue has the most extensive data collection of production systems in the world with 3.6 million operating days of site production data, allowing us to build ever smarter and higher performing products and services.
- Amount of Committed Ongoing Service Revenue
  - Every unit sold by Clear Blue comes with an initial service contract, typically for three years. At the end of the initial term, customers renew the service contract. As a result, Clear Blue carried a balance sheet item showing the amount of sold and paid for Service revenue that it will recognize over time. Tracking the growth of this item is a crucial metric for the Company's progress.

	March 31, 2020	December 31, 2019	Change
Deferred Revenue	$ 468,686	$ 514,608	-9%

The small reduction in the deferred revenue backlog is due to the small new sales in Q1 of 2020. Going forward, we anticipate this will grow significantly.

Operating Expenses

Operating expenses under IFRS consists of salaries, wages and benefits, research and development, general and administrative, bad debt expense (recovery), travel, business development and marketing, rent, stock-based compensation, and professional fees.

	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019	TFQ Ended March 31 2020	TFQ Ended March 31 2019
Operating Expenses	$ 1,264,337	$ 1,518,242	$ 5,426,756	$ 6,192,649

Operating expenses decreased by $ 765,893 or 12% for the TFQ ended March 31, 2020, compared to the same period in 2019.

Other Expenses

Other expenses include inventory write-offs, interest expenses, foreign exchange, depreciation, and amortization.

Net Loss

Clear Blue is a high-tech company, and R&D investments in technology and platform are substantial parts of our costs. The Company does not amortize this expense. As a result, this investment is the most considerable expense contributing to the Company's losses. The Company believes this investment will enable Clear Blue to emerge as the market leader in a huge, global, new, and exciting market such that in future years, the benefits of these investments will result in higher returns for shareholders.

Quarter Ended March 31,	2020	2019		TFQ ended March 31, 2020	2019	
Net loss and comprehensive loss	$ (1,100,790)	$ (1,467,859)	-25%	$ (4,734,849)	$ (8,507,986)	-44%

For the TFQ ended March 31, 2020, the Company reported a Net Loss of $ (4,734,849), a significant decrease of $ 3,773,137 or 44% over 2019. As a result of the Company's R&D investments, as revenue grows, we anticipate strong growth in gross margin. Management believes costs can be managed such that profitability improves over time, leading to our objective of positive cash-flow.

Non-IFRS Measures

In addition to the financial information presented in accordance with IFRS, Clear Blue uses certain non-IFRS financial measures to clarify and enhance the understanding of past performance and prospects. Generally, a non-IFRS financial measure is a numerical measure of a company's operating performance, financial position or cash flow that includes or excludes amounts that are included or excluded from the most directly comparable measure calculated and presented in accordance with IFRS. The Company monitors the non-IFRS financial measures described below, and believe they are helpful to investors.

The Company's non-IFRS financial measures may not provide information that is directly comparable to that offered by other companies because they may calculate non-IFRS financial results differently. Also, there are limitations in using non-IFRS financial measures because they are not prepared under IFRS and exclude expenses that may have a material impact on reported financial results. The presentation of non-IFRS financial information should not be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with IFRS. Reconciliations of the Company's non-IFRS financial measures to the equivalent IFRS financial measures are included within this MD&A, and management urges the reader not to rely on any single financial measure to evaluate Clear Blue's business.

Beginning in 2019, Clear Blue will report annual non-IFRS Adjusted EBITDA. Quarterly reporting of non-IFRS Adjusted EBITDA will commence in Q1 2020. Clear Blue's Adjusted EBITDA is calculated on the basis of Earnings before Interest, Depreciation, Amortization expenses, and various non-cash items (including inventory write-off, translation, and Stock-Based Compensation) and from time to time certain one-time costs considered appropriate by management.

Result of Operations	Three months ended** March 31, 2020	March 31, 2019	Change	TFQ ended March 31, 2020	March 31, 2019	Change
Revenue	$ 238,171	$ 340,266	-30%	$ 3,869,206	$ 3,795,626	2%
Cost of sales	161,037	233,999	-31%	3,007,176	2,841,545	6%
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Gross margin %	32%	31%		22%	25%	
Non-IFRS Operating expenses	980,558	1,494,038	-34%	4,565,751	6,017,152	-24%
Non-IFRS Adjusted EBITDA*	(903,424)	(1,387,771)	-35%	(3,703,721)	(5,063,072)	-27%

As can be seen above, there has been significant improvement in the Company's operating expenses both for the quarter and for the trailing four quarters.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Mar 31, 2020	Dec 31, 2019	Sept 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sept 30, 2018	Jun 30, 2018
Revenue	238,171	2,392,839	670,159	568,037	340,266	1,120,720	636,944	1,697,696
Net Income(loss)	(1,100,790)	(1,951,587)	(6,513)	(1,675,959)	(1,467,859)	(4,676,029)	(1,391,783)	(972,315)
Income(loss) per Share	(0.02)	(0.07)	(0.00)	(0.04)	(0.04)	(0.26)	(0.04)	(0.05)
Total Assets	4,287,904	5,308,496	4,803,988	4,066,307	5,145,129	4,488,607	27,359,734	4,364,001

The Company finalized the RTO transaction in Q3 2018 and formalized operations which explains the variations in the first three quarters of 2019.

Disclosure of Outstanding Share Data

Clear Blue Technologies International Inc. common shares trade on the TSX Venture Exchange under the symbol "CBLU." The Company is authorized to issue an unlimited number of common shares without par value. On May 27, 2020, there were 46,255,048 common shares issued and outstanding, 3,386,489 stock options outstanding with a weighted average exercise price of $0.46 expiring between 2020 and 2027, 11,747,181 warrants outstanding with a weighted average exercise price of $0.50 expiring between 2020 and 2025, 1,200,653 RSUs outstanding and 3,605,000 convertible securities maturing on November 1, 2022.

Fundraising Activities

On February 22, 2019, the Company secured a $1.0 million revolving credit facility and a credit card facility of $150,000 to fund operating cash flow needs. The credit facility bears interest at a rate equivalent to the bank's prime lending rate plus 1.5% and is secured by the assets of the Company.

On February 22, 2019, March 22, 2019, and March 28, 2019, the Company closed three private placement equity raise tranches for a total of $2,669,875 representing 10,679,500 units. Under the terms of the offering, each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each Warrant will be exercisable at $0.50 per share for 36 months following the closing and will be subject to accelerated expiration of the 10-day volume-weighted average trading price of the Company's common shares is, at any time, greater than $0.80 per share.

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. They are convertible at any point before 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 based on 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") for a period of three (3) years after the Closing Date for $0.35 per Warrant Share (subject to adjustment in certain circumstances). Interest on the Principal Amount outstanding is calculated and payable semi-annually, not in advance, on the last day of June and December each year, accrued from and including the Closing Date.

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.

Additionally, subsequent to the quarter, Clear Blue received $2 million from BDC as a 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. Subject to meeting certain financial milestones, the Company has the option to draw down an additional $3 million in $1 million tranches. The loan is secured against the assets of Clear Blue and each of Clear Blue's subsidiaries and carries a variable base interest rate per annum of 7.5%. In addition to the cash interest, a non-compounding payment in kind ("PIK") interest of up to 9.5% per annum will accrue, depending upon various factors.

In connection with the BDC loan facility, the Company agreed to issue an aggregate of 72,100 common share purchase warrants (“Warrants”) of the Company to certain existing debenture holders of the Company as compensation to enter into postponement agreements in favor of BDC. Each Warrant will be exercisable for one common share of the Company for a period of 18 months following the date of issuance at an exercise price of $0.50 per common share. All Warrants proposed to be issued by the Company will be subject to a statutory four-month hold period per applicable securities legislation. The issuance of the Warrants is subject to approval from the TSX Venture Exchange.

Certain directors, officers, and other insiders of the Company will acquire direction and control over a total of 18,200 Warrants in connection with the Warrant issuance to existing debenture holders of the Company. The issuance of securities to those persons constitutes a related party transaction as defined under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The issuance of securities to the related parties is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101.

“Given the unique nature of the COVID-19 pandemic, there are certain uncertainties related to the short and long term impacts of the COVID-19 pandemic on the Company’s liquidity and capital resources; however, we continue to closely monitor the rapidly evolving situation and we are looking into all possible actions that could minimize the impact of the COVID-19 pandemic.”

Liquidity and Capital Resources

The Company's objectives when managing capital are:

- To allow the Company to respond to changes in economic and/or marketplace conditions by maintaining the Company's ability to purchase new investments;
- To provide sustained growth and value by increasing equity; and
- To maintain a flexible capital structure that optimizes the cost of capital at acceptable levels of risk.

The Company has financed its operations to date through the issuance of common shares, debentures and, government loan and grant programs, a $1,000,000 revolving credit facility, and most recently a BDC loan, with an initial $2,000,000 drawdown. The Company continues to seek capital through various means including the issuance of securities. Additionally, reduction in expenses, increases in gross margin, and increases in revenue are key aspects that will contribute to meet the company’s liquidity needs.

As of March 31, 2020, the Company had negative working capital of $(198,628) compared to working capital of $1,149,355 as of December 31, 2019. When adjusted to remove non-cash executive compensation and the bank line, working capital becomes $1,203,753. The inability to ship product in March, April, and May has a short-term impact on working capital due to delayed accounts receivables. The Company's working capital needs fluctuate due to multiple projects that place variable demands on resources and timing of expenditures. The Company anticipates receiving cash proceeds from future revenue, the exercise of options and warrants, and private

placements; however, the Company cannot predict the timing or amount of additional options and warrants that may be exercised, if any.
The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and the success of Clear Blue's Smart Off-Grid. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating new revenues, cash flows or earnings.

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 salaries owed and for reimbursement of business expenses totaling $440,637 (December 31, 2019 – $526,161).

Subsequent Events

On April 14, 2020, the Company announced that it had signed two key contracts:

- A contract with a Telecom operator in Africa to roll out an initial 500 sites this year. The entire program is planned for a phased roll out over the next 3 to 5 years. This initial contract is for the year one volume of 500 systems for an estimated $CAD 3.5 million, the majority of which we anticipate will be booked this fiscal year ending December 31, 2020. The Company received the purchase order for the first 50 systems with the signing of the contract.
- As described above, Clear Blue has received $2 million from BDC as the first tranche of a $5 million loan facility.

Outlook

Clear Blue competes in a marketplace where most competitors focus on large, on-grid systems, or they focus only on one-time sales of hardware products. Clear Blue focuses on the wireless off-grid market. The Company's business model is to provide "Energy as a Service" ("EaaS"), an ongoing delivery model where customers receive long term assurance of reliable power, and the Company is paid additional revenue overtime for that reliability. As a result, Clear Blue holds the first-mover advantage and leads the market, as evidenced by the deployment of our systems in 37 countries.

Q1 has traditionally been a slow quarter for Clear Blue due to seasonality. In 2018 and 2019, Q1 represented 9% of the full-year revenue. As a result, the results from Q1 2020 may not have a meaningful impact on the full year 2020 results. That being said, the continued shut down and slow down due to the pandemic, the longer it occurs, could begin to impact Clear Blue more significantly. As of today, our book of sales is higher than it was last year, but some of the large contracts we expected, while still ongoing, are materializing more slowly due to disruptions in our customers' operations.

Our focus on expense management and our previous R&D investments are beginning to yield stronger bottom-line results, with a 35% improvement on the bottom line. We believe our continued efforts will yield positive results in that respect.

For guidance, we have previously provided forecasts of telecom Proof of Concept, First Installs, and Rollout orders as a measure of future opportunity. While these activities are continuing to progress, the speed and pace of these initiatives may be affected by COVID-19 related shutdowns. Given the COVID-19 pandemic, the Company cannot provide an estimate of similar projects for 2020 at this time, although it has already received orders for one new POC and 1 First Install in 2021.

From a long-term perspective, management believes its market potential remains very strong. This confidence derives from the Company's strong sales funnel and continued customer interest throughout this period.

Changes in Accounting Policies

IFRS 16, Leases ("IFRS 16")

On January 1, 2019, the Company adopted IFRS 16, which was issued in January 2016 and it replaces IAS 17 "Leases", IFRIC 4 "Determining Whether an Arrangement Contains a Lease", SIC-15 "Operating Leases-Incentives" and SIC-27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease".

This 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, while

requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.
IFRIC 23, Uncertainty Over Income Tax Treatments ("IFRIC 23")

IFRIC 23 was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistent with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates.
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.

Risks and Uncertainties

Liquidity risk

As at March 31 2020, the Company had a negative working capital of $198,628. The Company plans to realize our assets, increase revenues and gross profit margins, and raise further capital as necessary, to maintain sufficient liquidity. If the Company is unable to achieve some or all of these plans within a reasonable timeframe, the Company may not be able to continue as a going concern.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash balances and the majority of debt with fixed interest rates and therefore is not significantly exposed to fluctuating interest rates. The Company's current policy is to invest some of the excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions.

(b) 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. 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 on March 31, 2020.

Going concern risk

These consolidated interim financial statements have been prepared assuming the Company will continue as a going concern. The Company has incurred losses as the Company continues to invest in research and development while expanding operations. Currently, revenues have not been enough to cover all costs, and may not be sufficient in the foreseeable future.

The Company's ability to continue as a going concern is dependent upon achieving sustained profitability through its business plan and the ability to raise additional debt or equity financing to fund its operations. Various risks and uncertainties affecting the Company's operations including, but not limited to, the rate of commercialization of the Company's offerings, the public policy environment for renewable energy solutions, the Company's ability to raise sufficient equity and/or debt financing, the ability of the Company to work with its bank to resolve any defaults of its loan agreement as they may arise, and general global economic conditions. There are no guarantees that the funds raised will be sufficient to sustain the Company's ongoing operations beyond twelve months or that additional debt or equity financing will be available to the Company or available at acceptable terms. Failure to implement the Company's business plan or the ability for the Company to raise sufficient funds could have a material adverse effect on the Company's financial condition and/or financial performance. Accordingly, some material risks and uncertainties cast significant doubt about the Company's ability to continue as a going concern.

These consolidated 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 consolidated financial statements, adjustments might be necessary in the carrying amounts of assets and liabilities and the reported expenses and consolidated balance sheet classifications; such adjustments could be material.
Customer concentration risk

Sales risk

Our sales efforts target medium and large organizations and the Company spends significant time and resources educating prospective customers about the features and benefits of our solutions. The Company balances this risk by continuously assessing the condition of our backlog and pipeline and making the appropriate adjustments as far in advance as possible. Our strategy also includes a comprehensive program to build and improve relationships with our customers to better understand their needs and proactively manage incoming business levels effectively.

Ability to Hire and Retain Key Personnel and Dependence on Management

The business and technical expertise of its management is heavily relied on by the Company for it to succeed. The contributions of the existing management team to the operations of the Company are vital.

The Company's success depends in large part on key personnel. The loss of such key personnel may have a material adverse effect on the Company's operations. Identifying and recruiting qualified personnel and training them requires significant time, expense and attention. It can take several months before a new salesperson is fully trained and productive. If the Company is unable to hire, develop and retain talented sales personnel or if new sales personnel are unable to achieve desired productivity levels in a reasonable period of time, the Company may not be able to grow its business.

Additional Financing

To date, the Company has funded losses by issuing additional equity and loans, and through government R&D grants. To the extent that the Company does not achieve or maintain positive cash flows from operations in the future, or financing is not available or not available on reasonable terms, reductions in expenditures will be required or the Company may not be able to continue as a going concern. These conditions raise significant doubt about the ability of the Company to continue as a going concern. If the Company is unable to continue as a going concern, then the carrying value of certain assets and liabilities would require revaluation to a liquidation basis, which could differ materially from the values presented in the Company's financial statements.

To achieve profitability, make further investments, or take advantage of future opportunities, the Company will require additional financing. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of the Company may change, and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Negative Cash Flows and Profitability

During the year ended March 31, 2020, the Company had negative cash flow, and since its inception has not been profitable. There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's business development and marketing activities. If the Company does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Significant Competition

There are companies in competition with us in each of the markets that the Company or its subsidiaries operate in. There can be no guarantee that the Company will be able to effectively compete in the marketplace with such competition.

The renewable energy industry is competitive and continually evolving as participants strive to distinguish themselves within their markets. The Company's competitors can be expected to continue to develop competitive advantages and could cause a decline in market acceptance of the Company's services. In addition, the Company's competitors could cause a reduction in the prices for some services as a result of intensified price competition.

Also, the Company may be unable to effectively anticipate and react to new entrants in the marketplace competing with the Company's services.

Third-Party Suppliers

The Company relies on subcontractors and may run into funding, supply chain, technical, and/or other difficulties. As a result, they could be unable to deliver essential services or components in time and could cause significant delays in the delivery of the Company's projects. Any significant delivery delays could negatively impact the Company's future revenue and may have a material adverse effect on the business, financial position, or results of operations of the Company. In addition, it is possible that certain vendors may face high demand for their services or products and not be able to supply the Company with what it needs, and/or when it needs it. Trade barriers, such as tariffs imposed by governments on import, also have the potential to disrupt the Company's supply chain, necessitating the Company to find other suppliers, sometimes on short notice. Such tariffs could also impose additional costs on the Company, negatively impacting its profitability.

The declining cost of solar panels has been a driver in the pricing of the Company's projects and customer adoption of this form of renewable energy. If solar panel prices increase or do not continue to decline, the Company's growth could slow, and the Company's financial results could suffer. Such events could harm the Company's financial results by requiring it to pay higher prices.

Warranty

The Company's business exposes it to potential liability risks. The Company sometimes provides a warranty for its services, often for one year or more after the service is completed. If the Company experiences a greater number of warranty claims than budgeted in the normal course, the Company's gross margins could be negatively affected.

Commercial and Industrial Customers

Projects with commercial and industrial customers may create concentrated operating and financial risks. The effect of recognizing revenue or other financial measures on the sale of a larger project, or the failure to recognize revenue or other financial measures as anticipated in a given reporting period because a project is not yet completed under applicable accounting rules by period end, may materially impact the Company's quarterly or annual financial results. In addition, if operational issues arise on a larger project, or if the timing of such projects unexpectedly shifts for other reasons, such issues could have a material impact on the Company's financial results. If the Company is unable to successfully manage these significant projects in multiple markets, including related internal processes and external construction management, or if the Company is unable to continue to attract such significant customers and projects in the future, the Company's financial results would be harmed.

Dilution

The Company may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Company which may be dilutive to the existing shareholders.

Damage to Reputation

The Company depends significantly on its reputation for high-quality products, services, engineering abilities, and exceptional customer service to attract new customers and grow its business. If the Company fails to continue to deliver its solutions within planned timelines, if products and services do not perform as anticipated, or if the Company damages any of its customers' properties or cancels projects, its brand and reputation could be significantly impaired. In addition, if the Company fails to deliver, or fails to continue to deliver, high-quality services to customers through long-term relationships, the Company's customers will be less likely to purchase future services from the Company, which is a key strategy to achieve desired growth. The Company also depends on referrals from existing customers for growth, in addition to other marketing efforts. Therefore, the Company's inability to meet or exceed current customers' expectations would harm the Company's reputation and growth through referrals.

Fluctuating Results of Operations

The Company's quarterly operating results are difficult to predict and may fluctuate significantly in the future. Given that the Company is an early-stage company operating in a rapidly growing industry, fluctuations may be masked by recent growth rates and thus may not be readily apparent from historical operating results. As such, past quarterly operating results of the Company may not be good indicators of future performance.

In addition to the other risks described in this "Risk Factors" section, the following factors could cause the Company's operating results to fluctuate:

- significant fluctuations in customer demand for the Company's offerings;
- market acceptance of the Company's new or existing offerings;
- the Company's ability to complete installations in a timely manner;

- the Company's ability to continue to expand operations, and the amount and timing of expenditures related to this expansion;
- announcements by the Company or its competitors of significant acquisitions, strategic partnerships, joint ventures or capital-raising activities or commitments;
- changes in the Company's pricing policies or terms, or those of its competitors, including electric utilities; and
- actual or anticipated developments in the competitive landscape.

For these or other reasons, the results of any prior quarterly or annual periods of the Company should not be relied upon as indications of the Company's future performance. In addition, actual revenue, key operating metrics, and other operating results in future quarters may fall short of the expectations of investors and financial analysts, which could have a severe adverse effect on the trading price of the Company's shares.

International Operations

The Company has a customer base internationally. Risks inherent to international operations include the following:

- inability to work successfully with third parties with local expertise to co-develop or build international projects;
- multiple, conflicting and changing laws and regulations, including export and import restrictions, tax laws and regulations, labor laws and other government requirements, approvals, permits and licenses;
- changes in general economic and political conditions in the countries where the Company operates, including changes in government incentives relating to power generation;
- political and economic instability, including wars, acts of terrorism, political unrest, boycotts, curtailments of trade and other business restrictions;
- difficulties and costs in recruiting and retaining individuals skilled in international business operations;
- financial risks, such as longer sales and payment cycles and greater difficulty collecting accounts receivable; and
- inability to obtain, maintain or enforce intellectual property rights, including inability to apply for or register material trademarks in foreign countries.

Doing business in foreign markets requires the Company to be able to respond to rapid changes in market, legal, and political conditions in these countries. The success of the Company's business depends, in part, on its ability to succeed in differing legal, regulatory, economic, social and political environments.

The Company will continually and selectively consider new international markets. In other instances, the Company may rely on the efforts and abilities of foreign business partners in such markets. Certain international markets may be slower than domestic markets in adopting the Company's products and services, and operations in international markets may not develop at a rate that supports the Company's level of investment.

Existing Industry Regulations

Federal, state, provincial, and local government regulations and policies concerning the electric utility industry, and internal policies and regulations promulgated by electric utilities, heavily influence the market for electricity generation products and services. These regulations and policies often relate to electricity pricing and the interconnection of customer-owned electricity generation. Governments and utilities continuously modify these regulations and policies. These regulations and policies could deter customers from purchasing solar solutions.
In addition, any changes to government or internal utility regulations and policies that favor electric utilities could reduce the Company's competitiveness and cause a significant reduction in demand for its products and services.

Drop-in Retail Price of Utility-Generated Electricity and Improved Infrastructure

The Company believes that a customer's decision to implement a renewable energy solution is driven largely by its desire to reduce its cost of electricity. A customer's decision may also be affected by the cost of other renewable energy sources. Decreases in the retail prices of electricity from the utilities or other renewable energy sources or improved distribution of electricity would harm the Company's ability to offer competitive pricing and could harm its business. The price of electricity from utilities could decrease as a result of:

- the construction of a significant number of new power generation plants, particularly in emerging markets, including nuclear, coal, natural gas or renewable energy;
- the construction of additional electric transmission and distribution lines which improve access, reliability and/or cost of electricity;
- a reduction in the price of natural gas or other fossil fuels; and
- development of new renewable energy technologies that provide less expensive energy.

If the retail price of energy available from utilities were to decrease due to any of these reasons, or others, or the distribution of electricity is improved as a result of improved infrastructure, the Company may be at a competitive disadvantage, limiting growth.

Conflicts of Interest

Certain directors of the Company are also directors of other companies and as such may, in certain circumstances, have a conflict of interest requiring them to abstain from certain decisions.

Issuance of Debt

From time to time, the Company may enter into transactions to acquire assets or the shares of other organizations or seek to obtain additional working capital. These transactions may be financed in whole or in part with debt, which may increase the Company's debt levels above industry standards for companies of similar size. Depending on plans, the Company may require additional equity and/or debt financing that may not be available or, if available, may not be available on favorable terms to the Company. Neither the Company's articles nor its by-laws limit the amount of indebtedness that the Company may incur. As a result, the level of the Company's indebtedness from time to time could impair its ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

No Guarantee of Active Liquid Market

There may not be an active, liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the TSX Venture Exchange ("TSXV"). Investors may not be able to sell their Common Shares quickly, on satisfactory terms, or at the latest market price if trading in the Common Shares is not active.

Issues Related to Acquisitions

With acquisitions there is a risk that integration will result in challenges that were not anticipated, such as key staff departures, diversion of management time and resources, or projected revenues that do not materialize. Should the future projected revenue attributed to any acquisition not materialize, the Company's overall revenues will be negatively impacted, which may have a material adverse effect on the Company's revenues going forward. The Company may not be able to successfully overcome these risks and this may adversely affect the Company's financial condition, and ability to execute its business plan.

Government Policies

The Company is subject to policies, laws, and regulations established by various levels of government and government agencies. These are subject to change by the government or their agencies or the courts and are administered by agencies that may have discretion in their interpretation. Future legal and regulatory changes or interpretations may have a material adverse effect on the Company.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Management's Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting

Management is committed to delivering timely and accurate disclosure of all material information.

Disclosure controls and procedures ensure that reporting requirements are satisfied, and that material information is disclosed in a timely manner. Due to the limitation on the ability of the officers to design and implement cost-effective policies for disclosure controls and procedures and internal control over financial reporting, the officers are not making representations that such controls and procedures would identify and allow for reporting material information on a timely basis, nor are they representing that such procedures are in place that provide reasonable assurance regarding the reliability of financial reporting.

Additional information and other publicly filed documents relating to the Company are available through the internet on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR"), which can be accessed at www.sedar.com.