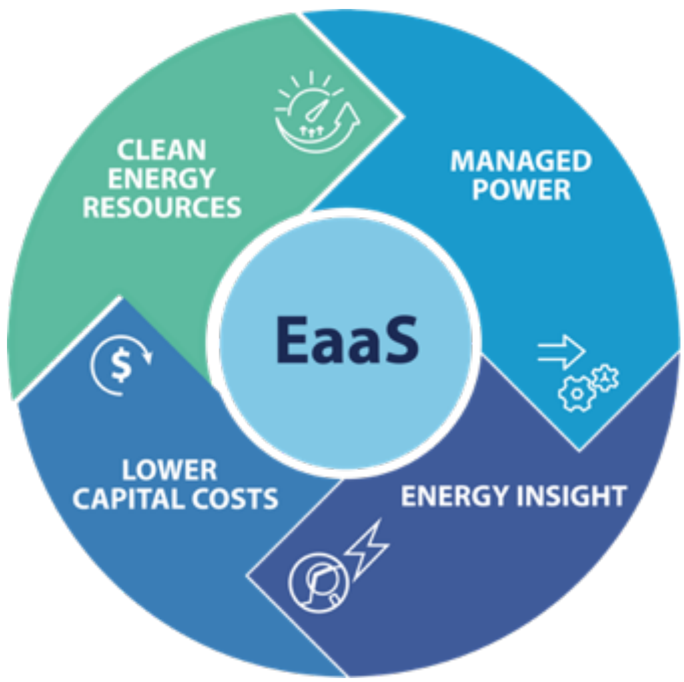
CLEARBLUE TECHNOLOGIES

The Smart Off-Grid Company™



Delivering Smart Off-Grid Power Solutions and Energy-as-a-Service In 37 Countries

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

For the Years Ended December 31, 2021, and 2020

Dated: March 28, 2022

CLEARBLUE TECHNOLOGIES

MANAGEMENT'S DISCUSSION & ANALYSIS IN CONNECTION WITH THE FINANCIAL STATEMENTS OF CLEAR BLUE TECHNOLOGIES INTERNATIONAL INC. FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

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 "the Company") should be read in conjunction with the audited consolidated financial statements of Clear Blue and the related notes thereto for the year ended December 31, 2021, and 2020. This MD&A is presented as of March 28, 2022 and is current to that date unless otherwise stated.

The financial information presented in this MD&A is derived from Clear Blue's audited annual consolidated financial statements for the years ended December 31, 2021, and 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, is available on SEDAR at www.sedar.com and on Clear Blue's website at www.clearbluetechnologies.com.

This MD&A addresses matters considered essential for an understanding of the Company's business, financial condition and results of operations as at and for the three and twelve-month periods ended December 31, 2021, along with any subsequent material information.

Covid-19 Pandemic

On March 11, 2020, the World Health Organization declared that the outbreak of Covid-19 was a pandemic. Since that time, the Company has focused its efforts on safeguarding the health and well-being of its employees, consultants, customers, and community members. Most of the Company's employees have been working remotely and abiding by local and national guidance put in place, related to social distancing and restrictions on travel outside the home. Since the inception of the pandemic, the Company has additionally been abiding by the protocols recommended by the health officials within Canada. As the pandemic progresses and the public gets vaccinated, the Company has begun to bring some employees back to the office in a hybrid model and continues to monitor and adhere to applicable guidance regarding the performance of activities within the workplace.

With an everchanging pandemic landscape, the duration and the eventual impact of the Covid-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and therefore the impact on the financial results and condition of the Company is subject to considerable risk uncertainty. Over the course of the pandemic, a number of businesses have suspended or scaled back their operations multiple times, and as new variants of Covid-19 have been confirmed, for precautionary purposes, governments have declared a states of emergency or taken other actions. In the event that the operations or development of the Company are suspended or scaled back, or if the Company's customer's operations are disrupted, such events may have a material adverse effect on the Company. The Company may also experience delays in operation of its slower administrative processes and response times for claims caused by the Covid-19 pandemic and the related restrictions. The breadth of the impact of the

Covid-19 pandemic on investors, businesses, the global economy and financial and commodity markets may also have a material adverse effect on the Company.

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

By identifying such information and statements in this manner, the Company 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 Company to be materially different from those expressed or implied by such information and statements.

An investment in securities of the Company is speculative and subject to several risks including, without limitation, the risks discussed under the heading "Risk Factors" in the Company's listing application dated July 12, 2018. Although the Company 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 Company has made certain assumptions, including, but not limited to:

- the Company's anticipated cash needs and its needs for additional financing;
- the Company will continue to be in compliance with regulatory requirements;
- the Company 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;
- key personnel will continue their employment with the Company, and the Company 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 Company 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 Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

Clear Blue's Business

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

The Company creates and manages 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 – digital infrastructure that's mission-critical to today's modern world.

Clear Blue's patented Smart Off-Grid technology operates and remotely manages solar, hybrid, and wind-powered devices and connects them to a cloud-based management system. Together with Clear Blue's ongoing management service, this technology reduces the upfront costs of off-grid power systems by over 40% and it simultaneously improves the reliability of these systems.

Clear Blue generates revenue in two ways. First, it generates revenue through sales of hardware including its Smart Nano-Grid Power Pack systems and its Illumient solar-powered street lighting.

Second, it generates recurring revenue through the provision of its Energy-as-a-Service (EaaS) management and service offering using the Company's industry-leading cloud-based management software and service, Illumience.

Clear Blue manages and operates all of its Smart Off-Grid systems, which have been sold in 37 countries around the world to date, generating a recurring revenue stream. Each new system is sold with three years of pre-paid ongoing management & operations service. Renewal of services after this initial three-year period is a growth area for Clear Blue. In North America, Clear Blue has customers in at least 27 U.S. states and 9 Canadian provinces. Globally, Clear Blue's systems power and control lighting, security, and telecom applications, including sites in Europe, the Middle East, Africa, and Southeast Asia.

Clear Blue's business strategy is to provide Smart Off-Grid Power to support mission-critical infrastructure across industrial, commercial, and government markets. In these market segments, the Company's solutions provide the lowest cost power system and energy service. Clear Blue's technology and service models focus on delivering on a brand promise of:

- Maximum uptime
- Longest life
- Ease of installation and maintenance

Clear Blue's key differentiators are:

- Energy forecasting and management
- Troubleshooting and remediation

These key differentiators are critically enabled through the data accumulated from all customers that improve the smart analytics and tools of Clear Blue's cloud-based management service.

Clear Blue's solutions are designed with 100% 'lights-out' remote management in mind and have a key focus on delivering power at the lowest cost for its customers. Clear Blue's systems help reduce power costs in a few important ways. First, its energy systems use predictive analytics and smart data to manage energy generation and consumption, resulting in fewer solar panels and smaller battery storage, in turn resulting in a direct upfront cost saving of 40%. Secondly, maximizing the operational performance of these systems also leads to superior performance and longer replacement cycles.

Financial & Operational Highlights

How Results are Analyzed and Reported

Because sales activities involve discrete projects with a wide range of order sizes, the Company experiences some variability in financial results over the course of a year. A trailing four quarters ("TFQ") analysis, therefore, provides the most relevant perspective on the progress and the potential growth of the Company. The information below presents the Company's TFQ financial results for the periods ending December 31, 2021, and 2020.

On a TFQ basis:

- Revenue was a record $8,148,659 representing a 103% increase from $4,023,811 in the corresponding previous period, which is mainly attributed to deployments with telecom infrastructure operators in Africa. Recurring revenue comprised roughly $446,670 of this revenue, representing a 35% increase over $331,571 in the prior period.
- Bookings represent orders/commitments that have been received by Clear Blue and for which the Company expects to recognize revenue in future periods. A portion of bookings represents recurring revenue, which is discussed later in this MD&A. As of December 31, 2021, bookings were $1,536,118 as compared to $4,158,916 as of December 31, 2020, with delivery anticipated over the next three years.
- Gross profit was $2,255,460, a 78% increase from $1,266,999 in the previous period. The increase is directly attributed to the higher revenue for the period compared to the comparative period of 2020. This represents a gross margin of 28% compared to 31% for the comparative period of 2020.
- Non-IFRS Adjusted EBITDA for the period was $(2,563,334) as compared to $(3,590,285) for the previous period — a 28% improvement from the comparative period of 2020.

For the quarter ended December 31, 2021 (Q4 2021):

- Revenues were $1,631,390, a 35% decrease over $2,504,446 for the quarter ended December 31, 2020 (Q4 2020) due to the timing of deployments of one major customer. Clear Blue ships large quantities of systems by container to Africa, and as a result, revenue will vary quarter by quarter when looked at from a quarterly perspective.
- Recurring revenue comprised $78,860 of this revenue compared to $117,746 in the prior period.
- Gross profit for Q4 2021 was $317,875 compared to $669,702 for Q4 2020, a decrease resulting from lower revenue for the quarter. This represents a gross margin of 19% for Q4 2021 versus 27% for Q4 2020. Gross Margin in Q4 decreased due to the timing of a COGS reallocation entry, for the year, of $72,650 posted in Q4 2021 as well as a strategic first order with a new partner of $392,103, with slightly lower margins.
- Quarterly Non-IFRS Adjusted EBITDA was $(976,587) versus $(1,167,232) in Q4 2020, a 1% improvement resulting from capitalization of R&D expenses, partially offset by a higher-adjusted operating expenses for the current quarter owing to scaling

of sales, service and operations teams to capitalize on the growth opportunities in front of the Company.

Notable developments and announcements for the year ended December 31, 2021:

Q1	Largest revenue quarter ever in the Company's history
	Largest order ever received. And from largest African telecom tower operator
	Named 2021 TSX Venture 50 top performer
Q2	Listed on OTCQB
	Clear Blue partnered with Parallel Wireless for large project in Africa
Q3	Clear Blue awarded NuRAN DRC contract for 1,333 sites with estimated value of >$8 million
	Clear Blue and Avanti Communications partnered to bring connectivity across Sub-Saharan Africa
	Meta/Facebook collaboration on Rural Telecom Field Study to validate benefits of Smart Off-Grid
	Clear Blue recognized as a Globe and Mail Report on Business Top Growing Company
Q4	Oversubscribed Convertible Debenture offering raised $4,334,000

Clear Blue has kicked off 2022 with great progress in Q1, 2022:

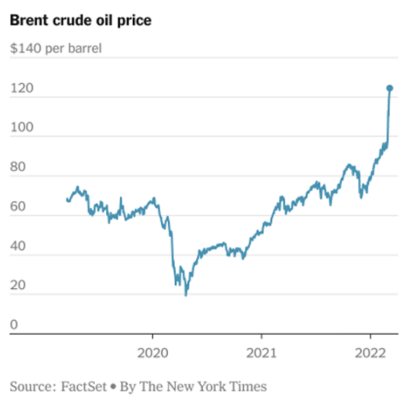
- YahClick, a leading global satellite services operator, selected Clear Blue Technologies' Smart Off-Grid solar power systems for Africa
- Clear Blue Technologies launched the new Illumient Smart Off-Grid lighting solutions to meet growing customer demand
- Miriam Tuerk earned a Report on Business magazine changemakers award from the Globe and Mail
- Clear Blue Technologies signed a memorandum of understanding with expected total contract value exceeding $2 million CAD
- Clear Blue Technologies was selected by Global Communications Extension Services Ltd. as their preferred partner to supply Smart Off-Grid power for telecommunications
- Clear Blue Technologies launched smart Pico-Grid product, entering new satellite wi-fi and IoT markets

Outlook and Management Commentary

Clear Blue sees strong demand for all of its products across all regions and verticals for 2022. A number of large contracts were announced in 2021 and Clear Blue is actively working with all of these partners/customers for follow on orders. The Company believes that 2022 will witness its growth trajectory continuing to strengthen from 2021. Accordingly, the Company is providing Forward 2022 Fiscal Year ("FFQ") guidance of revenues between $10 and $16 million for fiscal 2022.

Recent geopolitical events, such as the ongoing conflict in Ukraine, make Solar and Off-Grid an even stronger area of interest for customers as the price of energy increases:

Increasing Oil Prices



Global Fuel Shortages

Grid Resiliency & Independence

Increasing oil prices married with fuel shortages around the world are strong catalysts for customers transitioning away from gas generators for powering telecom cell phone towers. The Company expects the transition to solar power to accelerate as a result. Network resiliency is another factor that Clear Blue's customers increasingly value– whether in Texas and Michigan or Ukraine and Nigeria – off-grid power provides a redundant stand-alone source of energy that can provide a reliable, independent energy source that is not impacted by grid outages. These factors were reinforced at recent customer meetings management held in Africa and Europe.

The Company's new Pico-Grid is a step-change for Clear Blue. Before Pico-Grid, Clear Blue's products were medium-sized industrial-scale systems. Pico-Grid is an ultra-small mass-market product. Beginning in 2023, the Company believes that this product will see strong demand across multiple verticals, most notably the Satellite Wi-Fi and IoT market. A key focus for 2022, in addition to delivering the priorities outlined above, will be to ensure a successful launch in June/July and successful operation for critical first customers.

Global supply chains have seen significant price increases, and Clear has been impacted across the commodity components within its solutions – solar panels and components, lithium, steel and shipping costs have risen dramatically. In many cases, these costs are passed on to the Company's customers. As a result, the Company has seen significant additional pressure on Gross Margins. As well, since Clear Blue is growing its volumes and providing more customer value in its Intellectual Property, these increases can be partially offset. This resulted in 2021 GM being 28% as compared to 31% for 2020. The Company expects that short-term margins may be in the same range as a result.

Given recent geopolitical events and the impact of the Pandemic, Clear Blue management is very aware and cautious as the Company navigates what it expects to be another record revenue year in 2022. On the operations side, Clear Blue is focused on the management of inventory and inventory planning. Scaling more efficient operations and production will ensure that the Company's expenses are controlled and aligned with its growth trajectory. This will enable the Company to manage its cash and ensure it has the resources it needs to execute its plan. The company's balance sheet is strengthened with a strong inventory balance.

Taking the above factors together – strong top-line growth with a potential doubling of revenue in 2022, a new product that is a game-changer in the industry, and strong operations management - Clear Blue's plan is for EBITDA to strongly improve in 2022.

Financial Results

From an IFRS perspective:

	Three months ended Dec 31			TFQ ended Dec 31		
Result of Operations	2021	2020	Change	2021	2020	Change
Revenue	1,631,389	2,504,446	-35%	8,148,659	4,023,811	103%
Cost of sales	1,313,514	1,834,744	-28%	5,893,199	2,756,812	114%
Gross profit	317,875	669,702	-53%	2,255,460	1,266,999	78%
Gross margin %	19.48%	26.74%		28%	31%	
Operating expenses	1,550,982	1,859,633	-17%	5,012,245	4,629,224	8%
Operating loss	(1,233,107)	(1,189,931)	4%	(2,756,785)	(3,362,225)	-18%
Other items	(168,478)	(202,043)	-17%	(654,595)	(461,994)	42%
Net loss and comprehensive loss	(1,401,585)	(1,391,974)	1%	(3,411,380)	(3,824,219)	-11%

From a non-IFRS Adjusted EBITDA perspective:

	Three months ended Dec 31			TFQ ended Dec 31		
Result of Operations	2021	2020	Change	2021	2020	Change
Revenue	1,631,389	2,504,446	-35%	8,148,659	4,023,811	103%
Cost of sales	1,313,514	1,834,744	-28%	5,893,199	2,756,812	114%
Gross profit	317,875	669,702	-53%	2,255,460	1,266,999	78%
Gross margin %	19%	27%		28%	31%	
Non-IFRS Operating expenses	1,294,462	1,836,934	-30%	4,818,794	4,857,504	-1%
Non-IFRS Adjusted EBITDA	(976,587)	(1,167,232)	-16%	(2,563,334)	(3,590,505)	-29%

Please refer to the later section on Adjusted EBITDA for more information regarding how this metric is calculated.

From a balance sheet perspective:

Balance Sheet	December 31, 2021	December 31, 2020	December 31, 2019
Total current assets	$7,769,382	$7,756,513	$4,921,391
Total assets	11,167,755	8,398,174	5,308,496
Current liabilities	4,342,660	3,199,564	3,745,532
Total liabilities	11,382,996	7,152,947	5,539,654
Total shareholders' equity (deficiency)	-215,241	1,245,227	-231,158
Working capital (current assets exceed current liabilities)	3,426,722	4,556,949	1,175,859

Bookings

As Clear Blue's recurring revenue begins to grow, particularly through the launch of its EaaS offering, fewer sales will be recognized as near-term one-time revenue. With EaaS for Illumient in North America, Clear Blue has seen that approximately 40% of its sales in that segment are now prepaid deferred revenue that is recognized rateably over time, typically over three years. As a result, Clear Blue reports on bookings, which represent the current dollar value for future products and services that will be recognized as revenue in future periods.

The Company defines bookings as:

- Future Illumience and EaaS deferred revenue that has been pre-purchased by customers
- Projects where Clear Blue has begun production and has purchase orders and/or deposits.

As of December 31, 2021, Clear Blue's bookings are $1,536,118, versus $4,158,916 as of December 31, 2020, which will be delivered over the next three years in the case of Illumience/EaaS and typically in the next four months in the case of production orders. December 31, 2020, bookings were significantly higher due to the timing of deployments of one major customer and resulting telecom sales to that telecom infrastructure operator in Africa in Q4 2020 and Q1 2021. In other words, this timing resulted in a large singly booking at the end of 2020 for revenue in Q1 2021, compared to more evenly spread bookings in 2021. The table below provides a breakdown of Clear Blue's bookings:

		Revenue	
Bookings as of December 31, 2021	**Total**	**Year 1**	**Year 2 and Beyond**
Illumience / EaaS Deferred Revenue	950,566	488,814	461,752
Purchase Orders	585,552	508,700	76,852
Total Bookings	1,536,118	997,514	538,604

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, security, and IoT devices.

Clear Blue generates product revenue through the sale of its core Smart Off-Grid controllers, nano-grid power-packs, and Illumient-branded solar streetlights. Also, the Company generates recurring revenue through the provision of its 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 three months and TFQ ended December 31, 2021, and 2021 was:

Revenue by Category	Three months ended December 31 2021	2020	% Change	TFQ ended December 31 2021	2020	% Change
Product revenue						
Smart Off-Grid controllers and systems	1,234,458	2,215,508	-44%	6,880,217	2,768,703	148%
Illumient Smart Off-Grid lighting	312,127	171,192	82%	813,248	901,481	-11%
Illumience & EaaS Ongoing Services	84,805	117,746	-28%	455,194	353,627	29%
Total revenue	1,631,390	2,504,446	-35%	8,148,659	4,023,811	103%
Cumulative units deployed	9,352	6,162		9,352	6,162	
Average order size	92,984	132,127		116,114	62,140	

On a TFQ basis, revenue increased from $4,023,811 to $8,148,659, a 103% increase for the period ended December 31, 2021 compared to the period ended December 31, 2020. Revenue in the quarter ending December 31, 2021 decreased by 35% to $1,631,390 versus the comparative period revenue of $2,504,446 in 2020. As Clear Blue has guided the market, revenue changes quarter by quarter, and trailing four quarter revenue is a better indicator of performance. As can be seen below, the revenue distribution in 2020 was heavily in Q4 whereas in 2021, it was more evenly distributed. For this reason, Q4 2021 was lower than Q4 2020.

Quarterly Revenue %

	Q1	Q2	Q3	Q4	Total
2020	6%	8%	23%	63%	100%
2021	42%	10%	28%	20%	100%

By category, product revenue from Smart Off-Grid controllers and systems increased 148% for TFQ ended December 31, 2021, compared to the same period in 2020. For the three months ended December 31, 2021, revenue decreased 44% to $1,234,548 from $2,215,508 in the comparative quarter of 2020. The increase for the TFQ is attributed to revenue from a number of previously announced contracts with major telecom infrastructure operators in Africa; however, as the timing of deployment of these projects varies, the resulting revenue for the Quarter varies accordingly, resulting in lower revenue for the quarter compared to the comparative quarter of 2020.

Total Illumient revenue declined by 10% from $901,481 to $813,248. This represents the cannibalization of one-time revenue by launching Clear Blue's Energy-as-a-Service (EaaS) offering, which transforms the one-time revenue into recurring revenue over a typical three-year contract. However, even when taking this change into consideration, Illumient revenue for 2021 was down year over year due to a timing anomaly wherein a few projects were pushed into 2022. For the three months ended December 31, 2021, non-recurring Smart Off-Grid lighting revenue increased 82% from $171,192 to $312,127, resulting from higher sales to Illumient customers in Canada.

Clear Blue operates and manages every system it sells to its customers. As a result, recurring services revenue growth is a key focus of the Company. Recurring services revenue from Illumience and EaaS increased 29% for the trailing twelve months ended December 31, 2021, compared to the same period in 2020. The increase in Illumience and EaaS does not offset the drop in revenue from Illumient because the new stream of revenue is spread over an average contract life of three years. Clear Blue's ongoing services are a key differentiator, enabling the Company to deliver significant value to its customers in relationships that should last over ten years. This results in the significant long-term value of each customer contract the Company signs.

Revenue by Vertical

Clear Blue's revenue distribution by industry vertical for the periods ended December 31, 2021, and 2020 was:

	Three months ended December 31		TFQ Ended December 31		
Revenue by Vertical	**2021**	**2020**	**2021**	**2020**	**% Change**
Lighting	396,163	288,581	1,260,191	1,560,960	-19%
Telecommunications	1,234,458	2,204,660	6,880,217	2,442,525	182%
Security/IoT/Other	769	11,205	8,251	20,326	-59%
Total revenue	1,631,390	2,504,446	8,148,659	4,023,811	103%

Large system rollouts of projects in Clear Blue's telecommunications vertical began in Q4 2020 and Q1 2021, thereby showing a strong growth for the TFQ ended December 31, 2021. The Company sees continued progress in the larger full-scale implementations in several African markets, increasing revenue accordingly. Quarterly sales are dependent on the timing of deployment of projects, and speed of implementation, therefore the decline in quarterly revenue for the quarter is due to timing.

On a TFQ basis, the Lighting vertical posted a 19% decline for the period ended December 31, 2021, compared year-over-year to the previous period, partially as a result of the launch of Clear Blue's EaaS business offering which reduces one-time revenue but significantly increases the Company's recurring service revenue.

Revenue by Region

Clear Blue's revenue distribution by geography for the quarter and TFQ ended December 31, 2021, and 2020 was:

	Three months ended December 31		TFQ Ended December 31		
Revenue by Geography	**2021**	**2020**	**2021**	**2020**	**% Change**
Canada	245,308	18,347	368,983	414,129	-11%
USA	167,711	246,729	816,901	1,040,912	-22%
MEA (Middle East & Africa)	1,216,770	2,215,661	6,952,934	2,537,616	174%
Other	1,602	23,709	9,841	31,155	-68%
Total revenue	1,631,390	2,504,446	8,148,659	4,023,811	103%

Geographically, the Middle East and African market grew 174% in the twelve months ended December 31, 2021, mainly driven by various telecom projects. The Canadian and U.S. markets primarily represent the Company's lightning vertical, and therefore the decline in revenue for the TFQ in 2021 over 2020 is directly attributable to the launch of the EaaS business offering and resulting revenue being spread out over an average contract life of three years.

In conclusion, 2021 was a break-out year for Clear Blue's Telecom vertical. After proving the capabilities of the Company and its technology, Clear Blue won and shipped several large telecom projects with key partners and customers such as IHS Towers (NYSE:IHS), NuRAN Wireless and Parallel Wireless. The Company doubled its revenue once again in 2021, as it did in 2019 (2020 was flat due to the impacts of COVID). The North American Lighting vertical under-performed for the year, but the Company does not believe that will be repeated in 2022. The Company's strategy of diversified markets and multiple products helps to ensure that any given market slowdown can be offset through growths in other markets. Overall, Clear Blue is pleased with its trajectory of doubling revenue twice in the last three years, with a pause in the middle due to Covid, and plan to further build upon this trajectory in 2023.

Cost of Sales and Gross Margin

TFQ Gross Margin decreased to 28% of sales, down from a Gross Margin of 31% in 2020. The decrease is mainly attributed to a lower margin strategic one-time deal to support a major customer in their roll-out in Africa. Clear Blue provided certain towers and fences, which are lower-margin products, along with its core product in TFQ 2021. Excluding this one-time margin headwind from these towers and fences, the Gross Margin was 31%. Gross Margin in Q4 2021 was 19% of sales, down from a Gross Margin of 26% in Q4 2020, mainly due to the timing of a COGS reallocation entry for the year, for $72,650, posted in Q4 2021, as well as a strategic order with a new partner for $392,103, with slightly lower margins. Adjusting for these two items, margins are pretty consistent at 26% for the quarter.

Adjusted Gross Margin is 31% and 26% for the quarter in 2021, compared to 31% and 27% in the comparative quarter of 2020. The Company believes the long-term trajectory of its gross margins will continue to increase. However, there are a number of short-term risks due to global supply chain issues triggered by Covid-19, which may put pressure on the Company's margins over the next few quarters.

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 the Company to deliver on its brand promise in a way that no other company in the world can do today. To monitor its progress in this area, Clear Blue tracks two key metrics:

- Number of units deployed.
  - In 2021, Clear Blue deployed 3,190 units for a total number of units of 9,352 to date. Every system sold includes ongoing Illumience and EaaS management

services. Today Clear Blue has the most extensive data collection of production systems in the world, with over 8.4 million operating days of site production data and more than 10 billion cloud transactions, allowing the Company to build smarter and higher performing products and services.

- Amount of Committed Ongoing Service Revenue
  - Every unit sold by Clear Blue comes with an initial EaaS/Illumience service contract, typically for three years. At the end of the initial term, customers renew the service contract. As a result, Clear Blue carries 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.

	Three months ended Dec 31			TFQ ended Dec 31		
	2021	2020	Change	2021	2020	Change
Deferred revenue - opening	1,021,969	1,026,188	0%	975,664	514,608	90%
New deferred revebue bookings	7,457	67,222	-89%	421,572	792,627	-47%
Recurring revenue delivered	(78,860)	(117,746)	-33%	(446,670)	(331,571)	35%
Deferred revenue - closing	950,566	975,664	-3%	950,566	975,664	-3%

Operating Expenses

Operating expenses under IFRS consist 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 December 31		TFQ Ended December 31	
	2021	2020	2021	2020
Operating expenses	$ 1,550,982	$ 1,859,633	$ 5,012,245	$ 4,629,224

For the three months ended December 31, 2021 (Q4 2021), operating expenses decreased by $309,000 compared to the same period in 2020 (Q4 2020). Starting Q1 2021 the Company met the IFRS guidance on capitalizing R&D expenditure, and therefore capitalized R&D expenses of $1,086,590 in Q4 2021. Furthermore, in Q4 2020 there was a Covid CERB credit of $130,770 compared to $nil in Q4 2021 which has offset the salaries, wages, and benefits expense. After adjusting for these items, operating expenses increased by approximately 32%, quarter over quarter. For the year ended December 31, 2021, operating expenses increased $383,021 or 8% as compared to TFQ for same period in 2020. However, adjusting for capitalized R&D of $2,856,835 for the TFQ, and lower Covid CERB and rent credit by $310,604, operating expenses increased by approximately 54% when compared to the TFQ ended Q4 2020. The majority of this increase for the Quarter and Year, are a direct result of investment into a new vertical as well as scaling. Increase in operating expenses for the Quarter and TFQ ended December 31, 2021 is directly attributable to increased growth in operations, R&D expenditure and higher revenue.

The Company continues to spend on various R&D projects. The Company analyzed its various R&D activities and concluded that certain projects meet the IFRS's 'IAS 38 *Intangible Assets*' capitalization requirements. Beginning Q1 2021, the Company has started capitalizing those Smart Off-Grid technology development costs that meet IAS 38 capitalization requirements as intangible assets.

The Company regularly applies for and is given R&D grants through a variety of government programs. However, consistent with 2019 SRED, public companies receive lower cash refunds and greater future tax credits for SRED as compared to private companies, which was the case for Clear Blue for much of 2018 prior to the RTO. For the TFQ ended December 31, 2021, the Company's R&D expenses decreased. As a result, capitalization of R&D expenses of $2,856,835 compared to $nil for the prior year comparative period.

On a TFQ basis, travel expenses decreased by $10,801 or 12% as a direct result of Covid-19 restrictions and resulting in decreased global travel. As the Covid-19 vaccine rollout continues and international travel restrictions are lifted, travel to international markets for marketing, pursuing sales opportunities, and investor roadshows will recommence.

Over the trailing four quarters, development and marketing expenses remained relatively consistent at $505,733, compared to 509,301 for the comparative period of 2020.

For the TFQ ended December 31, 2021, rent expense increased by $15,839 or 10% over 2020, primarily due to a rent subsidy of $18,310 received from the government in the comparative period of 2020 as part of their Covid-19 relief program for businesses.

Professional fees, including legal, tax, and audit expenses, decreased by $205,789, or 44%, mainly due to lower audit fees compared to 2020. Due to the timing of the 2019 audit, associated fees were included in the professional expenses of 2020, resulting in a higher audit fee expense in the comparative period of 2020.

Stock-based compensation expense results from applying the fair value method of accounting to issued stock options and warrants unless issued with the issuance of shares. The fair value at the grant date is estimated using the Black-Scholes option-pricing model, and the compensation cost is recognized on a straight-line basis over the expected vesting period of the associated stock options. During the twelve months period ended December 31, 2021, the stock-based compensation expense increased by $345,760 or 116%, mainly due to management bonuses paid out through Restricted Share Units (RSUs).

Other Expenses

Other expenses include interest expenses, foreign exchange, depreciation, and amortization which are more determined by market factors and/or accounting choices rather than management actions.

Net Loss

	Three months ended December 31		TFQ Ended December 31		
	2021	**2020**	**2021**	**2020**	
Net loss and comprehensive loss	$ (1,401,585)	(1,391,974)	$ (3,411,380)	$ (3,824,219)	-11%

For the TFQ ended December 31, 2021, the Company reported a net loss of $(3,411,380), an improvement of $412,839 or 11% over 2020. As revenue grows, Clear Blue anticipates strong growth in both top line revenues and in Gross Margin. Management believes costs can be managed such that profitability improves over time, leading to its objective of profitability.

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.

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.

	Three months ended Dec 31			**TFQ ended Dec 31**		
Result of Operations	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Revenue	1,631,389	2,504,446	-35%	8,148,659	4,023,811	103%
Cost of sales	1,313,514	1,834,744	-28%	5,893,199	2,756,812	114%
Gross profit	317,875	669,702	-53%	2,255,460	1,266,999	78%
Gross margin %	19%	27%		28%	31%	
Operating expenses	1,550,982	1,859,633	-17%	5,012,245	4,629,224	8%
Operating loss	(1,233,107)	(1,189,931)	4%	(2,756,785)	(3,362,225)	-18%
Other items	(168,478)	(202,043)	-17%	(654,595)	(461,994)	42%
Net loss and comprehensive loss	(1,401,585)	(1,391,974)	1%	(3,411,380)	(3,824,219)	-11%
Interest, taxes and depreciations	(309,763)	196,144		854,146	615,570	
EBITDA	(1,091,822)	(1,195,830)	-9%	(2,557,234)	(3,208,649)	-20%
Stock based compensation	350,218	97,597		644,082	298,322	
Government funding due to COVID	-	(139,926)		(440,281)	(750,885)	
Bad debt allowance	(69,201)	70,927		(69,201)	70,927	
Inventory writeoff	(165,782)	-		(140,701)	-	
Non-IFRS Adjusted EBITDA	(976,587)	(1,167,232)	-16%	(2,563,335)	(3,590,285)	-29%

Adjusted EBITDA loss decreased by 9% for the quarter, and 31% on a TFQ-basis, representing significant improvement over the same periods in 2020.

Summary of Quarterly Results

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

	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020 *	Q3 2020 *	Q2 2020 *	Q1 2020 *
Revenue	1,631,389	2,247,857	810,406	3,459,007	2,504,446	940,849	340,345	238,171
Recurring revenue	84,805	124,720	132,293	110,767	117,746	96,624	63,057	76,200
Gross margin	27.68%	39.24%	37.55%	21.72%	26.74%	39.92%	42.48%	32.39%
Adjusted EBITDA	(976,587)	(336,282)	(833,495)	(416,969)	(971,618)	(796,293)	(918,951)	(903,424)
Debt	7,264,701	4,134,053	3,081,042	3,121,143	3,073,470	2,987,601	2,912,535	968,082
Cash	2,116,612	538,049	656,966	597,359	3,507,249	463,415	1,239,354	384,739
Total assets	11,167,755	8,251,363	7,405,432	7,175,078	8,398,173	5,023,229	5,233,057	4,287,904
Common shares outstanding	69,954,241	65,766,064	65,742,064	63,898,684	62,876,662	45,742,804	45,742,804	45,742,804
Cumulative units deployed	9,352	8,079	7,628	7,025	6,162	5,296	5,128	5,068
Days of cumulative operating data collected	8,701,238	7,110,659	6,414,604	5,773,573	5,211,290	4,728,030	4,260,100	3,797,645

* Impacted by Covid-19

Disclosure of Outstanding Share Data

Clear Blue Technologies International Inc. common shares trade on the TSX Venture Exchange under the symbol "CBLU", the on the Frankfurt Stock Exchange under the symbol "0YA", and on the OTC Venture Exchange (OTCQB) under the symbol "CBUTF". The Company is authorized to issue an unlimited number of common shares without par value. On December 31, 2021, there were:

- 66,954,241 common shares issued and outstanding,
- 4,462,169 stock options outstanding with a weighted average exercise price of $0.37 expiring between 2024 and 2027,
- 18,213,523 warrants outstanding with a weighted average exercise price of $0.52 expiring between 2022 and 2025, and
- 576,499 RSUs outstanding.

Fundraising & Other Share Activities

During the twelve months ended December 31, 2021, the Company issued:

i. 2,429,058 common shares as a result of the maturity of shares of Restricted Share Units ("RSU");
ii. 43,468 common shares for cash consideration of $3,971 and the transfer of $16,592 from contributed surplus to share capital in respect of stock option exercises.
iii. 375,000 units pursuant to the conversion of convertible debenture amounting to $75,000 and the equity portion of convertible debenture amounting to $10,446 was reclassified to share capital.
iv. 1,230,054 common shares for cash consideration of $579,903 and the transfer of $102,173 from contributed surplus to share capital in respect of stock purchase warrants exercises.

During the twelve months ended December 31, 2021, Clear Blue received an additional tranche of $1,000,000 from BDC resulting in total utilization of $3,000,000 under the $5,000,000 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 $2,000,000 in $1,000,000 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.

On October 27, 2021, the Company completed a private placement offering of convertible unsecured subordinated debentures of the Company at a conversion price of $0.40 per unit, for gross proceeds of $1,535,000 followed by an additional issue of $2,799,000 on November 15, 2021. The net proceeds shall be used to fund working capital requirements and for general corporate purposes. In consideration for introducing certain subscribers to the Offering, the Company paid finders' fees in cash, totaling $223,866, and in broker warrants, totaling 319,200 warrants, with each broker warrant entitling the holder to acquire one Common Share for a period of 48 months at a price per share of $0.40.

The debentures shall pay interest semi-annually at 10% per annum and shall mature at a date which is the earlier of: (i) 48 months of the Closing Date and (ii) the date specified in any Debenture Acceleration Notice. After twelve months following the initial Closing Date, the Company will have the right to extinguish the Debentures if the daily volume weighted average trading price of the Common Shares be greater than $1.20 for any 10 consecutive trading days on the TSX Venture Exchange (the "TSXV").

The principal amount of the Debentures will be convertible into units of the Company (the "Units") at the option of the holder at any time preceding the Maturity Date, at a conversion price of $0.40 per Unit (the "Conversion Price"). A Unit comprises 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, a "Warrant") carrying exercise price of $0.60.

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, Clear Blue continues to closely monitor the rapidly evolving situation and is looking into all possible actions that could minimize the impact of the Covid-19 pandemic.

During the three months ended December 31, 2021, the Company received government grants in response to the Covid-19 pandemic. For the Company's subsidiaries, the Canada Emergency Wage Subsidy (CEWS) became available for eligible businesses as of March 15, 2020. This program provides a salary subsidy to allow employers to retain employees during the Covid-19 pandemic. It provides employers with wage subsidies up to $847/ week/ employee. Clear Blue Technologies Inc. has applied for this program for consecutive periods since its release.

Summary of amounts recognized for the twelve months ended December 31, 2021 are as follows:

January 17 – February 13	121,188
February 14 – March 13	123,743
April 11 – May 08	52,398
May 09 – June 05	56,951
July 04 – July 31	46,099
August 01 – August 28	33,241
September 01-September 31	6,661
Total	$ 440,281

Liquidity and Capital Resources

During the year, the Company cash balance decreased from $3,507,249 to $2,116,612 as at the end of Q4 2021. However, the cash balance remains healthy.

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, convertible debentures and government loan and grant programs, a $1,000,000 revolving credit facility, and a loan from BDC with a total utilization of $3,000,0000 out of the $5,000,000 facility available. The Company continues to seek capital through various means including the issuance of securities. Additionally, reduction in expenses, increase in gross margin, and increases in revenue are key aspects that will contribute to meet the Company's liquidity needs.

The decrease in cash balances for the year ended December 31, 2021, is mainly due to higher inventory, and timing of sales to the major telecom infrastructure operator in Africa. These sales are supported by significant deposits and the Company anticipates accounts receivables to be converted to cash in short time.

As of December 31, 2021, the Company had working capital of $3,426,722 as compared to $4,556,948 as at December 31, 2020. The Company anticipates receiving cash proceeds from the realization of accounts receivable, revenue growth, the exercise of options and warrants, private placements of shares and debentures and additional disbursements from the unutilized facility of $2,000,000 from BDC; 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:

	December 31, 2021	December 31, 2020
Salaries and benefits, including bonuses	$ 664,458	$ 496,203
Stock-based compensation	393,521	178,798
Total	$ 1,057,709	$ 675,001

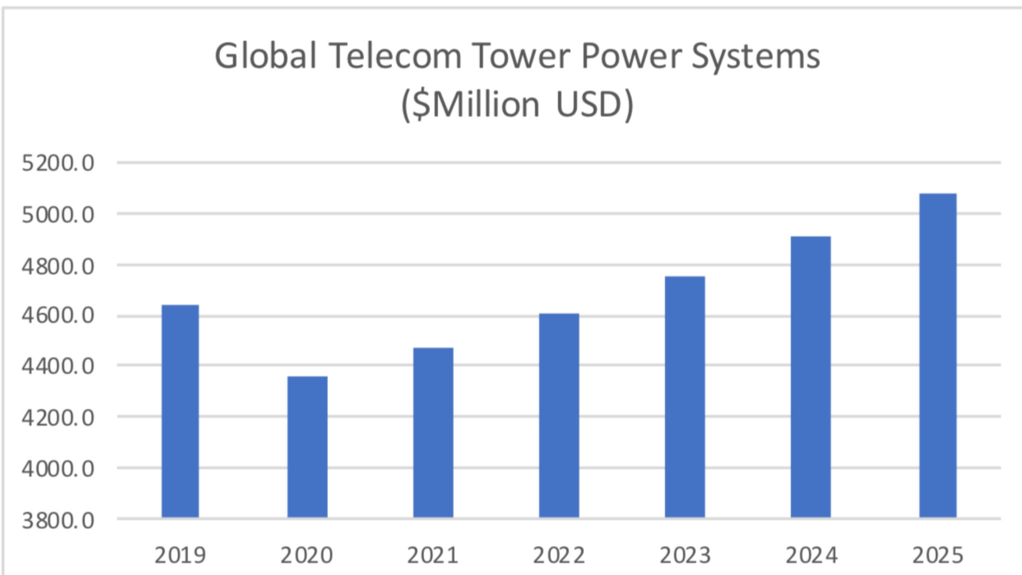
The remuneration related to stock-based compensation in the table above represents the entire fair value of the stock options issued to key management, and fair value of Restricted Share Units issued to the management and employees as their annual bonus payments during the year, which are being recognized as expense over the related vesting periods.

Accounts payable and accrued liabilities as of December 31, 2021, includes short-term amounts owing to key management of the Company for bonuses and convertible debenture interest, totaling $395,487 (December 31, 2020 - $86,019).

Clear Blue's Addressable Market

The Company has previously, with its Q2 2021 filings, highlighted that there are 3.8 billion persons in the world currently who do not have access to the internet.

Recall that Clear Blue is currently focused on three markets, the solar off-grid streetlight market, the wireless cell phone market, and the satellite Wi-Fi market. The wireless cellphone market is currently the Company's largest growth opportunity. The Global market for Telecom Tower Power systems will grow at a 3.25% CAGR to US$5.25 billion in 2026 (source: Mordor Intelligence).



Source: Mordor Intelligence Market Research 2021

In 2020 alone, the world installed 250,000 new telecom towers. Telecom tower growth is driven by:

- Increased demand through growing populations;
- Increased adoption of cell phones;
- Greater Geographical cellular coverage;
- Evolving Technologies – as technology progresses from 2G to 3G to 4G LTE and then ultimately to 5G, each technology provides increased bandwidth to the customer. This increased bandwidth forces the towers to be closer together to provide the appropriate tower density, which is needed to deliver higher bandwidth. Thus, with every incremental evolution in cellular technology, there is a direct increase in the number of towers installed.

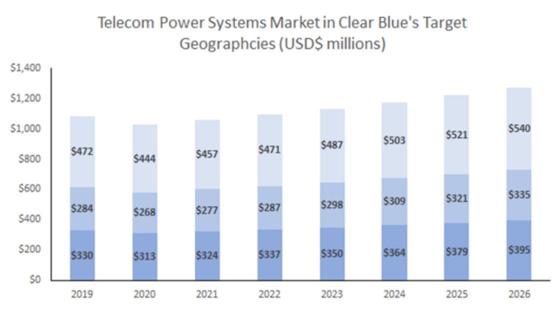
Africa presents the largest market opportunity

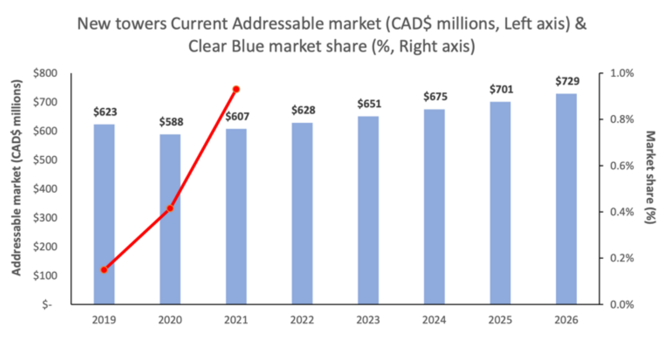
Clear Blue's core tower focus market in Africa leads globally for every demand driver for telecom power.

Growth Driver	Africa	Comment
Growing Population	✓	The working-age population of Sub-Saharan Africa is set to increase more than twofold by 2050 to become the largest in the world.
Young & Ageing Population	✓	Median age of 18, youngest in the world.
Adoption of Cell Phones	✓	Over the next five year, the number of smartphone connections in Sub-Saharan Africa will almost double to reach 678 million by the end of 2025 – an adoption rate of 65%.
Geographical Expansion	✓	Sub-Saharan Africa is home to 67% of the worlds population that are not covered by mobile broadband.
Evolving Technologies	✓	Africa has high demand for 2G, just at the beginning of the tech evolution – will go through 2G, 3G, 4G LTE, and then 5G.
Leader in Adoption of Renewables for Power in Telecom	✓	Due to cost and the lack of available grid power, African telco operators are specifying 100% solar only systems to power their telecom infrastructure.

Clear Blue focuses on Africa, the Middle East, and APAC (excluding China and India). These markets have the largest planned deployments of new telecom infrastructure and are also the most aggressive in adopting solar off-grid power.

The graph below shows Clear Blue's directly addressable market in those regions - the market is large at around US$1 billion and growing consistently at 3-4% per year for the next five years, according to industry data.





Within that market, new telecom towers are approximately a $500-600 million CAD per year market. Clear Blue has approximately 1% of that market today, which suggests the Company has a very long and consistent runway for revenue growth.

Management's Report on Environmental, Social and Governance (ESG)

Clear Blue Technologies is committed to being a leader in Environmental, Social and Governance factors. ESG is embedded within the Company's culture, starting with three co-founders, of which one is female. The Company has female representation at all levels, including its Board and C-suite. As a cleantech company, Clear Blue delivers emission reductions to the world daily. Since its inception, the Company has recorded 1,420,792 pounds of carbon offsets through the Smart Off-Grid solar and wind-based systems and services it delivers to its customers. It has made significant efforts toward integrating ESG into business operations. Sustainability metrics have been organized into four pillars – the Principles of Governance, Planet, People and Prosperity.

- The Principles of Governance is the 'G' of ESG, covering a Company's commitment to ethics and societal benefit.
- The planet is the 'E,' looking at climate sustainability and environmental responsibility themes.
- People are the 'S,' focusing on human and social capital roles in business.
- Prosperity, meanwhile, brings a financial lens, but one that is concerned with business contributions to equitable, innovative growth — economic prosperity in a broader basis than simply a Company's profit generation, including community investment and tax.

Governance

Clear Blue understands that good governance is critical for the Company's success. In recent years the Company has dedicated essential resources to proper Corporate Governance and established codes of Business Conduct. With the Company's expansion towards a global market, Clear Blue dedicates resources to developing strategies to identify and manage risks associated with international expansion, including risks associated with operations in countries with weak anti-corruption laws and exposure to reputational and legal risks.

Clear Blue is reviewing its Risk Identification and Crisis Management procedures, including for Cyber-Risk, including the independence of risk management from business lines as well as the identification of long-term risks, their potential impact, and the Company's mitigation efforts.

Environment

Clear Blue Technologies, the Smart Off-Grid Company, was founded on a vision of delivering clean, managed, "wireless power" to meet the global need for reliable, low-cost, off-grid power for lighting, telecom, security, Internet of Things devices, and other critical systems. Clear Blue's Smart Off-Grid system includes a solar or solar-hybrid controller, a built-in communications network, and Illumience. Illumience is Clear Blue's Smart Off-Grid cloud application and management service, delivering remote control, management, and proactive servicing of off-grid systems. It ensures unmatched reliability and long-lasting system performance while reducing installation and ongoing maintenance costs by up to 80 percent. Clear Blue's products assist in reducing the environmental footprint of hardware infrastructure, moving grid-connected hardware to renewable energy through Smart Off-Grid technology.

Social

Like many Canadian companies, Clear Blue is committed to the Government of Canada's [50 – 30 Challenge](). This initiative is geared towards increasing representation and inclusion of diverse groups within their workplace while highlighting the benefits of giving all Canadians a seat at the table.

The 50 – 30 Challenge asks that organizations aspire to two goals:

1. Gender parity ("50%") on Canadian board(s) and senior management; and
2. Significant representation ("30%") on Canadian board(s) and senior management of other under-represented groups, including racialized persons, people living with disabilities (including invisible and episodic disabilities) and members of the LGBTQ2 community. The program and participants recognize that First Nations, Inuit and Métis peoples, as the founding peoples of Canada, are under-represented in positions of economic influence and leadership.

Clear Blue is proud to have a female Chief Executive Officer (CEO), a 40% female representation on its Board and 37% female representation across the Company. Clear Blue has a 60% diverse board and a 70% diverse Company, with representations from females, visible minorities and the LGBTQT2 community.

Community Engagement

Clear Blue has three offices in Canada, the United States of America, and Kenya. Clear Blue systems are operational in 37 countries, 27 U.S. states, and 9 Canadian provinces. The Company works with local vendors and is committed to recruiting and managing a global, diverse and skilled workforce. Clear Blue recently expanded to Africa, establishing an office in Nairobi, Kenya. Pursuant to its commitment to providing local prosperity by hiring locally, it hired four of the five team members in Kenya from the local community.

Health and Safety Measures/Protocols

Clear Blue Technologies is committed to protecting and promoting the health and safety of its employees, customers, partners, and all visitors. The Company's objective is to eliminate or reduce workplace-related injury and illness by anticipating, recognizing and controlling hazards. Management will continue to ensure that employees are competent, knowledgeable of the hazards and risks associated with their tasks, and provided with the resources and training to complete their work safely.

Managers and Supervisors must provide direction and demonstrate effective leadership in the pursuit of injury-free workplaces. They are responsible for ensuring the health and safety of their employees by making health and safety an integral part of doing business and practicing a proactive approach. Managers and Supervisors have a duty to promote and enforce safety policies and best practices.

Employees at all levels are responsible and will be held accountable for protecting their health and safety and that of their co-workers by following Company's safety rules, reporting all unsafe conditions to their supervisor or a member of the Joint Health and Safety Committee and adhering to the Company safety standards. Employees are encouraged to assist management in anticipating potential risks before an accident can happen and to aid management in implementing safe work practices.

The Joint Health and Safety Committee members, along with other employees, are responsible for recognizing, assessing and controlling all health and safety hazards arising from business activities and recommending improvements. Clear Blue believes that a healthy and safe working environment is an essential value and the Company's primary responsibility towards its employees and any other individuals working at a Clear Blue site. As a result, Clear Blue hasn't had any Lost Time accidents over the past three years, with no lost time due to injury and a Lost Time Injury Frequency (LTIF) of zero.

Financial Instruments

Financial assets are classified at initial recognition and subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition that are debt instruments depends on the financial assets' contractual cash flow characteristics and the Company's business model for managing them. With the exception of accounts receivable that do not contain a significant financing component or for which the Company has applied the practical expedient, financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value plus transactions costs. Accounts receivable that do not contain a significant financing component or for which the Company has applied the practical expedient for contracts that have a maturity of one year or less are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. This assessment is referred to as the "SPPI test" and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets, or both.

Financial assets are subsequently measured at amortized cost using the effective interest method ("EIR") and are subject to an impairment test. Interest received is recognized as part of the interest and other income. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Discounting is omitted where the effect of discounting is immaterial.

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, other financial liabilities, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of other financial liabilities, net of directly attributable transaction costs. The Company's financial liabilities include accounts payable and accrued liabilities, long-term debt, convertible debentures, and royalty funding.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR. Gains and losses are recognized in the consolidated statements of loss and comprehensive loss when the liabilities are derecognized, as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense in the consolidated statements of loss and comprehensive loss.

Financial assets and liabilities that are subsequently measured at amortized cost include cash, accounts receivable and other receivables, long-term accounts receivable, accounts payable and accrued liabilities, short-term loans, long-term debt, convertible debenture, and royalty funding.

Financial assets are derecognized when the contractual rights to the cash flow from the financial asset expire or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or when expires.

Impairment of financial assets

At each reporting date, the Company assesses whether a financial asset or group of financial assets is impaired using a forward-looking expected credit loss ("ECL") model. Loss allowances will be measured on either of the following bases:

I. 12-month ECLs, which are ECLs that result from possible default events within 12 months after the reporting date (stage 1); and
ii. Lifetime ECLs which are ECLs that result from all possible default events over the expected life of a financial instrument (stages 2 and 3).

The Company applies the simplified approach to measuring expected credit losses, which uses lifetime ECLs for all of its financial assets. For financial assets carried at amortized cost, the loss is the difference between the amortized cost of the receivable and the present value of the estimated future cash flows, discounted using the effective interest rate.

Compound financial instruments

Compound financial instruments issued by the Company are comprised of convertible debentures that can be converted to ordinary shares at the option of the holder when the number of shares to be issued is fixed and does not vary with changes in fair value.

The liability component of compound financial instruments is initially recognized at a fair value of a similar liability that does not have an equity conversion option. The equity instrument is initially recognized as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound instrument is measured at amortized cost using the effective interest method. The equity component of a compound instrument is not remeasured subsequent to initial recognition except on conversion or expiry.

Embedded derivatives

Embedded derivatives are contained in non-derivative host contracts and are treated as separative derivatives when they meet the definition of a derivative, and their risks and characteristics are not closely related to those of the host contracts. Embedded derivatives are recorded at fair market value, with mark-to-market adjustments recorded in profit or loss.

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 of December 31, 2021, the Company had working capital of $3,426,722. The Company plans to realize its 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 its debt has fixed interest rates, 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 and a portion of its purchases are denominated in United States dollars ("USD"). To the extent possible, the Company uses cash received from sales to finance its USD purchases, thereby limiting 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 $189,000 as at December 31, 2021.

Going concern risk

These consolidated 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 has been able to raise sufficient funds to finance its operations through issue of shares, debt financing and government funding.

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 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.

Sales risk

Clear Blue's sales efforts target medium and large organizations, and the Company spends significant time and resources educating prospective customers about the features and benefits of its solutions. The Company balances this risk by continuously assessing the condition of its backlog and pipeline and making the appropriate adjustments as far in advance as possible. This strategy also includes a comprehensive program to build and improve relationships with 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 twelve months ended December 31, 2021 the Company had negative cash flow, mainly resulting from addition to intangible assets. The Company has not been profitable since its inception. 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.

Components

The Company uses different components in the manufacturing of its products and relies on a steady supply of these components to be able to meet is production and revenue targets. Companies managing electronic components have been facing challenging times with successive waves of part shortages, price hikes and lengthening lead times increasingly due to the COVID-19 pandemic and the accompanying global supply chain stresses. A major surge in demand on one side and a critical materials and parts shortage on the other strained capabilities to meet demand, especially for more standard passive components, such as multilayer ceramic capacitors (MLCC), resistors, transistors, diodes and even memory. 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.

Warranty

The Company's business exposes it to potential liability risks. The Company provides a warranty for its products, 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 and future sales opportunities with dis-satisfied customers 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 products and 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 early-stage and operates 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.

Proposed transactions

There are no undisclosed proposed transactions that will materially affect the Company.

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.