NOTICE

RE: CONDENSED CONSOLIDATED INTERIM FINANCIALS STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018.

The first quarter financial statements for the three months ended March 31, 2019 and 2018 have not been reviewed by the auditors of Greenbriar Capital Corp.

GREENBRIAR CAPITAL CORP.
"Jeff Ciachurski"
JEFF CIACHURSKI
Chief Financial Officer

Greenbriar Capital Corp.

Condensed Consolidated Interim Financial Statements
For Three Months Ended March 31, 2019 and 2018
(amounts expressed in Canadian dollars, except where indicated)

Greenbriar Capital Corp.

Condensed Consolidated Interim Statements of Financial Position

As at March 31, 2019 and December 31, 2018
(amounts expressed in Canadian dollars, except where indicated)

	Note	As at March 31, 2019	As at December 31, 2018
Assets			
Current assets			
Cash		$ 139,879	$ 2,695
Deposits and prepaid expenses		3,341	4,616
Other receivables		2,279	3,367
Marketable securities	5	2,885,625	1,068,750
		3,031,124	1,079,428
Non-current assets			
Land	4	845,140	684,254
Power project development and construction cost	6	3,107,922	3,099,645
Intangible assets	7	1,670,375	1,705,250
Smart glass distribution agreement	8	1,438,020	1,676,367
Total assets		$ 10,092,581	$ 8,244,944
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	9	$ 4,694,118	$ 4,525,295
Loans payable (current portion)	10	1,120,928	1,190,202
Convertible debenture (current portion)	11	276,209	163,263
Share subscriptions received	18	552,801	-
		6,644,056	5,878,760
Non-current liabilities			
Convertible debenture	11	278,540	383,459
Total liabilities		6,922,596	6,262,219
Shareholders' equity			
Share capital	12	10,428,355	10,351,489
Reserves	12	3,840,900	3,776,969
Accumulated other comprehensive income		740,925	827,986
Deficit		(11,840,195)	(12,973,719)
Total shareholders' equity		3,169,985	1,982,725
Total liabilities and shareholders' equity		$ 10,092,581	$ 8,244,944

Nature of operations and going concern (note 1)
Commitments and contingencies (note 17)
Subsequent events (note 18)

Approved by the Board of Directors

__________"Jeff Ciachurski"_____________ Director ________"Daniel Kunz"__________ Director

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

Greenbriar Capital Corp.

Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)

For three months ended March 31, 2019 and 2018

(amounts expressed in Canadian dollars, except where indicated)

	Notes	2019	2018
General and administration expenses			
Consulting fees		$ (345,798)	$ (312,487)
General and administrative		(25,783)	(53,800)
Finance cost		(58,432)	(62,087)
Share-based payment expense	12	(63,931)	(35,950)
Professional fees		(24,732)	(65,657)
		(518,676)	(529,981)
Other (expenses) income, net			
Foreign exchange gain (loss)		71,203	(113,599)
Unrealized gain/(loss) from investment		1,816,875	-
Gain on settlement of account payable		2,468	-
Smart glass distribution agreement amortization	8	(238,346)	(143,008)
Income (loss) before tax		1,133,524	(786,588)
Deferred tax recovery (expense)		-	-
Income (Loss)		1,133,524	(786,588)
Other comprehensive (loss) gain			
Cumulative translation adjustment		(87,061)	127,837
Total comprehensive income (loss)		$ 1,046,463	$ (658,751)
Loss per share – basic and diluted		$ 0.06	$ (0.05)
Weighted average shares outstanding – basic		19,627,505	17,268,814
Weighted average shares outstanding – diluted		19,657,755	17,268,814
Total shares issued and outstanding		19,697,483	17,894,647

Greenbriar Capital Corp.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

For the three months ended March 31, 2019 and 2018
(amounts expressed in Canadian dollars, except where indicated)

	Notes	Shares	Share capital	Share based compensation reserves	Warrants reserves	Convertible debenture reserves	Accumulated other comprehensive income	Deficit	Total equity
Balance at December 31, 2018		19,615,690	$ 10,351,489	$ 2,145,577	$ 1,552,224	$ 79,168	$ 827,986	(12,973,719)	$ 1,982,725
Income for the year		-	-	-	-	-	-	1,133,524	1,133,524
Share issuance cost	18		(837)	-	-	-	-	-	(837)
Shares issued for services	12	81,793	77,703	-	-	-	-	-	77,703
Cumulative translation adjustment		-	-	-	-	-	(87,061)	-	(87,061)
Share-based payment expense	12	-	-	63,931	-	-	-	-	63,931
Balance at March 31, 2019		19,697,483	$ 10,428,355	$ 2,209,508	$ 1,552,224	$ 79,168	$ 740,925	$ (11,840,195)	$ 3,169,985

	Notes	Shares	Share capital	Share based compensation reserves	Warrants reserves	Convertible debenture reserves	Accumulated other comprehensive income	Deficit	Total equity
Balance at December 31, 2017		16,969,647	$ 8,278,156	$ 1,583,130	$ 917,764	$ 44,315	$ 458,435	$ (9,169,976)	$ 2,111,824
Loss for the year		-	-	-	-	-	-	(786,588)	(786,588)
Private placement	12	800,000	643,780	-	183,220	-	-	-	827,000
Share issuance cost	12	-	(68,470)	-	18,965	-	-	-	(49,505)
Options exercised		125,000	177,305	-	(83,555)	-	-	-	93,750
Share-based payment expense	12	-	-	35,950	-	-	-	-	35,950
Cumulative translation adjustment		-	-	-	-	-	127,837	-	127,837
Balance at March 31, 2018		17,894,647	$ 9,030,771	$ 1,619,080	$ 1,036,394	$ 44,315	$ 586,272	$ (9,956,564)	$ 2,360,268

Greenbriar Capital Corp.

Condensed Consolidated Interim Statements of Cash Flows

For the three months ended March 31, 2019 and 2018

(amounts expressed in Canadian dollars, except where indicated)

	Note	Three Months Ended	
		March 31, 2019	**March 31, 2018**
Cash used from operating activities			
Income (loss) for the year		$ 1,133,524	$ (786,588)
Items not affecting cash			
Unrealized foreign exchange loss (gain)		(71,203)	44,404
Share-based payment expense	12	63,931	35,950
Accretion on convertible debt	11	8,026	4,628
Gian on settlement of debt		(2,468)	-
Unrealized gain from investment		(1,816,875)	-
Smart glass distribution agreement amortization	8	238,346	143,008
		(446,719)	(558,598)
Change in non-cash operating working capital			
(Increase) decrease in accounts receivable and prepaid expense		2,363	(24,657)
Increase in accounts payable and accrued liabilities		97,946	130,244
		(346,410)	(453,011)
Cash flows used in investing activities			
Power project development and construction costs		-	(40,157)
		-	(40,157)
Cash flows from financing activities			
Loans payable	10	(48,607)	(145,797)
Subscription received in advance	18	532,201	-
Share units issued, net of issuance costs	12	-	597,290
Options exercised		-	93,750
		483,594	545,243
Decrease in cash		137,184	52,075
Cash – beginning of period		2,695	132
Cash – end of period		139,879	52,207

1 Nature of operations and going concern

Greenbriar Capital Corp. ("Greenbriar" or the "Company") is a developer of renewable energy and sustainable real estate projects.

Greenbriar was incorporated under British Columbia Business Corporations Act on April 2, 2009 and is a real estate issuer on TSX Venture Exchange. The Company registered records office is located at Suite 1780 – 400 Burrard, Vancouver, BC V6C 3A6. The Company is listed as a Tier 2 real estate issuer. The Company's shares trade on the exchange under the symbol "GRB".

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The nature of the Company's primary business is the acquisition, management, development, and possible sale of real estate and renewable energy projects. The Company had a loss of $1,133,524 for the three months ended March 31, 2019, and an accumulated deficit of $11,840,195. As at March 31, 2019, the Company has a working capital deficiency of $3,612,932. To date, the Company has no history of earning revenues. If the Company is unable to raise any additional funds to undertake planned development, it could have a material adverse effect on its financial condition and cause significant doubt about the Company's ability to continue as a going concern. If the going concern basis were not appropriate for these consolidated financial statements, then significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses, and the classifications used in the statement of financial position.

2 Basis of presentation

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited interim condensed consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended December 31, 2018. In addition, other than noted below, the accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2018. The Company's interim results are not necessarily indicative of its results for a full year.

The Company's interim results are not necessarily indicative of its results for a full year.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors on May 29, 2019.

New Accounting Standards Adopted during the year

IFRS 16 – Leases

On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments and leases of low-value assets. The adoption of IFRS 16 did not have an impact on the Company's financial statements.

3 Significant accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reporting amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period.

On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Areas that often require significant management estimates and judgment are as follows:

Share-based payments

Amounts recorded for share-based payments are subject to the inputs used in the Black-Scholes option pricing model, including estimates such as volatility, forfeiture, dividend yield and expected option life.

Tax

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

Functional currency

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which each operates. The Company's functional and local currency is the Canadian dollar. The functional currency of the Company's subsidiaries is the US dollar. The determination of functional currency may require certain judgments to determent the primary economic environment. The Company reconsiders the functional currency used when there is a change in events and conditions which determined the primary economic environment.

Assets' carrying values and impairment charges

In determining carrying values and impairment charges the Company looks at recoverable amounts, defined as the higher of value in use or fair value less cost to sell in the case of assets, and at objective evidence that identifies significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period

(amounts expressed in Canadian dollars, except where indicated)

4 Land

	March 31, 2019	December 31, 2018
Opening balance	$ 684,254	$ 1,427,486
Property taxes	50,921	13,810
Land appraisal & related fees	123,959	72,207
Sale of land	-	(799,677)
Fund reimbursed on land	-	(144,391)
Unrealized foreign exchange	(13,994)	84,819
	$ 845,140	$ 684,254

On October 6, 2018, the Company closed the sale of 50% undivided interest in the land to Captiva Verde Land Corp. ("Captiva"), which represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of Captiva. The Company received 10,687,500 common shares of the Captiva which had a fair value of $1,068,750 (note 5) and $112,500 in cash for total consideration of $1,181,250. As a result, the Company recorded a gain on sale of land of $381,573 in the statement of loss.

5 Marketable securities

	December 31, 2018 Fair value	Acquired/ Disposed	Gain/(Loss)	March 31, 2019 Fair value
Captiva	$ 1,068,750	$ -	$ 1,816,875	$ 2,885,625

	December 31, 2017 Fair value	Acquired/ Disposed	Gain/(Loss)	December 31, 2018 Fair value
Captiva	$ -	$ 1,068,750	$ -	$ 1,068,750

On October 6, 2018, the Company closed the sale of land to Captiva (note 7) and received 10,687,500 common shares of the Captiva at a fair value of $1,068,750.

As at March 31, 2019, 10,687,500 common shares of the Captiva which had a fair value of $2,885,625 (December 31, 2018 - $1,068,750) and the mark-to-market gain of $1,816,875 (2017 - $nil) was recorded in the statements of loss and comprehensive loss.

6 Power project development and construction costs

	March 31, 2019	December 31, 2018
Opening balance	$ 3,099,645	$ 2,495,113
Additions	71,669	386,346
Unrealized foreign exchange	(63,393)	218,186
Ending balance	$ 3,107,922	$ 3,099,645

In April 2013, the Company entered into a 50/50 arrangement, AG Solar with Alterra Power Corp ("Alterra") (the "Arrangement"). The Arrangement was created to develop 100 Megawatts ("MW's") of solar generation capacity in Puerto Rico under a Master Renewable Power Purchasing and Operating Agreement ("PPOA"), dated December 20, 2011, and amended on March 16, 2012 (the "Master Agreement"), with Puerto Rico Electric Power Authority ("PREPA") which the partnership through its wholly owned subsidiary, PBJL Energy Corporation, currently has rights to. On September 12, 2014, the Company acquired Alterra's 50% interest in AG Solar.

The Montalva and Lajas Farm Option Agreements, as outlined below, provide for a land lease with a term of twenty-five years and may be extended for up to four additional consecutive periods of five years each, at the Company's option. In total the option agreements provide for a total of 1,590 acres for the construction and operation of a 100 MW AC solar photovoltaic electric generating facility ("Solar Facility").

The Company entered into a one-year option agreement dated September 9, 2013, which gives the Company the exclusive right and option to lease up to a 775 acre site in Puerto Rico (the "Montalva Option Agreement"). Upon execution of the Montalva Option Agreement, the Company paid US $50,000.

The Lajas Farm option agreement is comprised of three separate lease agreements. On December 1, 2013, the Company entered into a three-year option agreement with renewal options for up to two additional years, which gives the Company the exclusive right and option to lease an additional 161 acre site in Puerto Rico for the Solar Facility ("Original Lajas Farm Option"). Upon execution of the option agreement, the Company paid US $35,000 and was required to pay after the first year, an additional $10,000 every four months. On January 1, 2014, the Company entered into two additional option agreements for five years each (the "Secondary Lajas Farm Option"), which gives the Company the exclusive right and option to lease up to a total of 654 additional acres in Lajas, Puerto Rico to further expand the Solar Facility. Upon execution of the option agreements, the Company paid US $25,000 and US $10,000 and is required to pay after the first year, an additional US $8,500 and US $3,500 respectively, in advance each successive four-month period for the next four years.

During the year ended December 31, 2018, the Company paid $52,581 (US$40,000) for the Montalva and Lajas option agreements. In fiscal 2017, the Company entered into an amendment where the Company has agreed to pay US $80,000 to cover all past and future option payments. As a result, the Company recorded a gain of $187,971 (US $145,000).

Under the terms of the Master Agreement, the Company filed its 100 MW AC Montalva Solar Project with PREPA on September 5, 2013, requesting an interconnection evaluation and issuance of a project specific PPOA for Montalva. After numerous delays by PREPA and failed attempts by the Company through emails and correspondence to PREPA requesting the interconnection evaluation and issuance of a project specific PPOA for Montalva, the Company filed a Notice of Default under the Master Agreement with PREPA on September 24, 2014. PREPA responded to the Notice of Default on November 3, 2014, taking the position that it had other PPOAs issued that would exceed its system renewable capacity and could not accept any additional renewable projects and further had met its obligations under the Master Agreement.

On May 15, 2015, the Company, filed a legal action against PREPA in the courts of Puerto Rico in order to protect and enforce its rights under the Master Agreement. On September 9, 2016, the Superior Court of Puerto Rico denied an application by PREPA to have the case for contractual enforcement and damages dismissed. The Company may now proceed to have the court enforce the agreement, or in lieu of enforcement, direct PREPA to pay US $210 Million in monetary damages, or both. In May of 2018 the Company filed a US Federal RICO lawsuit seeking US $951 Million in damages from PREPA.

On February 6, 2019, the Company announced that PREPA wanted to re-open negotiations to move forward the Montalva Project. The Company has met with PREPA representatives in 2019 and the negotiations are ongoing.

Included in the power project development and construction costs balance for AG Solar are costs related to environmental assessments and land lease option payments.

(amounts expressed in Canadian dollars, except where indicated)

7 Intangible assets

	March 31, 2019	December 31, 2018
Opening balance	$ 1,705,250	$ 1,568,125
Unrealized foreign exchange	(34,875)	137,125
Ending balance	$ 1,670,375	$ 1,705,250

On July 12, 2013, the Company signed a Membership Interest Purchase and Sale Agreement ("MIPSA") with Magma Energy (U.S.) Corp. ("Magma"), a subsidiary of Alterra, and amended on October 11, 2013 whereby the Company will purchase from Alterra its 50% interest in and to the shares of AG Solar. The consideration was US $1.25 Million. The Company completed the MIPSA on September 12, 2014 (the "Acquisition Date"), the Company now owns 100% of AG Solar and the option to acquire joint venture interest of $1,450,000 was transferred to intangibles as it is related to the purchase of the Master Agreement (note 6).

8 Smart glass distribution agreement

On September 25, 2017, the Company completed the acquisition of an Ontario based private company which holds the exclusive Canadian sales, distribution and marketing rights for the entire suite of Smart Glass energy products, developed and built by Gauzy of Tel-Aviv, Israel.

In addition, the Company will be entitled to sell the entire suite of products into any other country of the world if the sales are being made to a subsidiary of an entity which has its principal place of business or head office located within Canada. As the value of the distribution agreement cannot be reliably measured the value assigned to the distribution agreement is equal to the value of the shares issued as consideration.

	Carrying amount
Balance, December 31, 2017	2,745,746
Amortization	(1,069,379)
Balance, December 31, 2018	1,676,367
Amortization	(238,346)
Balance, March 31, 2019	1,438,021

Originally the distribution agreement was amortized over 5 years. During the year ended December 31, 2018 management assessed the distribution agreement useful life and as the contract can be terminated by either party after 3 years, management has concluded that 3 years from the original contract life is appropriate. This change in estimate has been accounted for prospectively, resulting in additional amortization of $489,404 in the year ended December 31, 2018.

9 Accounts payable and accrued liabilities

	March 31, 2019	December 31, 2018
Project related accounts payables (1)	$ 2,777,228	$ 2,798,830
Other accounts payable (2)	656,187	558,388
Accrued liabilities (2)	1,260,703	1,168,077
Total accounts payable and accrued liabilities	$ 4,694,118	$ 4,525,295

(amounts expressed in Canadian dollars, except where indicated)

1) Total project related accounts payable include costs for the AG Solar and the impaired Blue Mountain projects. At March 31, 2019, $1.5 million is payable for initial construction of the Blue Mountain project (December 31, 2018 - $1.5 million), $407,257 is payable for legal fees related to Blue Mountain and AG Solar (December 31, 2018 - $385,113), $148,962 (December 31, 2018 - $152,073) is payable for environmental assessments for Blue Mountain and the remainder $533,676 to various vendors related to the two projects (December 31, 2018 - $544,684).
2) Other accounts payable and accrued liabilities include costs related to the Company and not to the AG Solar or Blue Mountain projects.

10 Loan payable

Shareholder loans	March 31, 2019	December 31, 2018
Opening balance	$ 136,420	$ 125,450
Unrealized foreign exchange	(2,790)	10,970
Ending balance, classified as current as at March 31, 2019	$ 133,630	$ 136,420

In September 2014, the Company received two loans totaling $131,170 (US $100,000) from an independent shareholder. Both loans bear interest of 10% per annum, compounded monthly and were repayable on February 25, 2015. The Company is currently renegotiating the repayment terms.

Director loans	Mach 31, 2019	December 31, 2018
Opening balance	$ 365,375	$ 562,516
Repayment	-	(10,000)
Additional loan	-	65,000
Converted to convertible debenture	-	(322,534)
Unrealized foreign exchange	(6,246)	70,393
Ending balance, classified as current as at March 31, 2019	$ 359,129	$ 365,375

As at March 31, 2019, the Company had outstanding loans from directors of $359,129 (December 31, 2018 - $365,375). The loans bear interest of between 10% and 12% per annum and are repayable at varying terms from on demand to January 2017. Any loan past repayment date is now due on demand. During the three months ended March 31, 2019, the Company agreed to convert $nil (December 31, 2018 - $322,534) of the loans outstanding from a director into a convertible debenture granting the lender the ability to convert the loan and interest into units of the Company at the conversion price of $1.25. Each unit is comprised of one share and one half of one share purchase warrant. One whole warrant entitles the holder to purchase one additional share of the Company at a price of $1.50 on or prior to June 15, 2021.

Executive Loans	March 31, 2019	December 31, 2018
Opening balance	$ 688,407	$ 1,116,220
Net receipts (repayments)	(48,607)	(469,549)
Unrealized foreign exchange	(11,631)	41,736
Ending balance, classified as current as at March 31, 2019	$ 628,169	$ 688,407

As at March 31, 2019, the Company had outstanding loans from the CEO and the CEO's spouse of $628,169 (December 31, 2018- $688,407). The loans bear interest of between 10% and 12% per annum and were repayable at varying terms from on-demand to November 2016. Any loan past repayment date is now due on demand.

(amounts expressed in Canadian dollars, except where indicated)

11 Convertible debenture

On November 21, 2016, the Company issued two convertible debentures in the aggregate amount of $225,000. The debenture has a maturity term of 3 years from the date of issuance, and bears interest at a rate of 8% per annum compounded semi-annually. The debenture holder can convert the outstanding principal amount into units of the Company at a price of $1.00 per unit. Each unit shall be comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to November 21, 2019.

On September 18, 2018, $30,000 of the $150,000 convertible debentures issued on November 21, 2016 was converted into units of the Company at a price of $1.00 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to September 18, 2019.

On December 21, 2018, an additional $30,000 of the $150,000 convertible debentures issued on November 21, 2016 was converted into units of the Company at a price of $1.00 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to December 21, 2019.

Based on the discount factor of 13.5% over the Debenture's term of three years, the equity portion was valued at $27,720. Accretion for the debenture for the period ended March 31, 2019 was $1,924 (March 31, 2018 – $2,414). Interest accrued for the period ended March 31, 2019 was $3,255 (March 31, 2018 – $4,438).

As at March 31, 2019, the total accrued interest related to the debenture was $39,098 (December 31, 2018 - $35,843) and was included in account payables and accrued liabilities.

	March 31, 2019	December 31, 2018
Opening balance	$ 163,263	$ 210,904
Converted	-	(60,000)
Accretion	1,924	12,359
Ending balance, classified as current as at March 31, 2019	$ 165,187	$ 163,263

On January 13, 2017, the Company issued convertible debentures in the aggregate amount of $125,000. The debenture has a maturity term of 3 years from the date of issuance and bears interest at a rate of 8% per annum compounded semi-annually. The debenture holder can convert the outstanding principal amount into units of the Company at a price of $1.00 per unit. Each unit shall be comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to January 13, 2020.

Based on the discount factor of 13.5% over the Debenture's term of three years, the equity portion was valued at $16,595. Accretion for the debenture for the period ended March 31, 2019 was $2,513 (2018 – $2,214). Interest for the debenture for the period ended March 31, 2019 was $2,466 (2018 – $2,466).

As at March 31, 2019, total interest accrued was $22,110 (December 31, 2018 - $19,644) and was included in account payables and accrued liabilities.

	March 31, 2019	December 31, 2018
Opening balance	$ 108,508	$ 99,531
Accretion	2,513	8,977
Ending balance, classified as current as at March 31, 2019	$ 111,022	$ 108,508

During the year ended December 31, 2018, the Company agreed to convert $322,534 of loans outstanding from a director into a convertible debenture which grants to the lender certain rights to convert the loan and interest into units of the Company at the conversion price of

(amounts expressed in Canadian dollars, except where indicated)

$1.25 per unit. Each unit is comprised of one share and one half of one share purchase warrant. One whole warrant entitles the holder to purchase one additional share of the Company at a price of $1.50 on or prior to June 15, 2021.

Based on the discount factor of 13.5% over the Debenture's term of three years, the equity portion was valued at $42,818. Accretion for the debenture for the period ended March 31, 2019 was $3,589 (2018 - $nil). Interest for the debenture for the period ended March 31, 2019 was $6,362 (2018 - $nil).

As at March 31, 2019, total interest accrued was $6,362 (December 31, 2018 - $14,068) and was included in account payables and accrued liabilities.

	March 31, 2019	December 31, 2018
Opening balance	$ 274,951	$ -
Principal issued	-	322,534
Equity portion	-	(42,818)
Capitalized transaction costs	-	(12,700)
Accretion	3,589	7,935
Ending balance, classified as long-term	$ 278,540	$ 274,951

As at March 31, 2019, total interest accrued was $20,430 (December 31, 2018, $14,068) and was included in account payables and accrued liabilities.

12 Share capital

a) Authorized and outstanding

As at March 31, 2019, the Company had unlimited authorized common shares without par value and 19,697,483 common issued and outstanding (December 31, 2018 – 19,615,690).

b) Share issuances

- On March 18, 2019, the Company issued the 81,793 common shares at a fair value of $77,703 to settle certain debts owned to an arms-length party, a gain of $2,468 on settlement of accounts payable was recorded.
- On March 2, 2018, the Company closed a non-brokered private placement, the Company issued 747,142 units at a price of $1.03 per unit and 42,858 units at a price of $1.10 per unit, for a total of 790,000 units and gross proceeds of $646,795 and $169,905 in reduction of accounts payable. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional share in the capital of the Company at a price of $1.50 until March 1, 2020. In addition, 32,230 finder's options which allow the holder to purchase units of the Company at a purchase price of $1.03 per unit for a period of two years from the date of closing were issued. Each unit consists of one common share and one-half of one non-transferable common share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company at an exercise price of $1.50 per share for a period of two years from the date of closing.

  The fair value of these warrants at the date of grant was estimated at $219,660 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 2-year expected average life; 120.68% volatility; risk-free interest rate of 1.77%; and a dividend yield of 0%. The fair value of the finder's options at the date of grant was estimated at $24,518 using the Black-Scholes method with the following assumptions: a 2-year expected average life; 120.68% volatility; risk-free interest rate of 1.77%; and a dividend yield of 0%.
- On June 15, 2018, the Company closed a non-brokered private placement, the Company issued 703,625 units at a price of $1.03 per unit for gross proceeds of $477,000 and $247,734 in reduction of accounts payable. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional share in the capital of the Company at a price of $1.50 until June 14, 2020. Finder fees of $3,605 were paid in cash and 3,500 warrants were issued. Each

finder's fee warrant entitles the holder to acquire one additional share in the capital of the Company at a price of $1.50 until June 14, 2020.

The fair value of these warrants at the date of grant was estimated at $185,220 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 2 year expected average life; 117.85% volatility; risk-free interest rate of 1.89%; and a dividend yield of 0%. The fair value of the finder's warrants at the date of grant was estimated at $2,475 using the Black-Scholes method with the following assumptions: a 2 year expected average life; 117.85% volatility; risk-free interest rate of 1.89%; and a dividend yield of 0%.

- On June 21, 2018, the Company issued the 70,802 common shares at a fair value of $76,686 to settle certain debts owned to an arms-length party, a loss of $1,488 on settlement of accounts payable was recorded.

- On June 27, 2018, the Company issued the 15,291 common shares at a fair value of $15,750 to settle certain debts owned to an arms-length party, a loss of $4,893 on settlement of accounts payable was recorded.

- On September 11, 2018, the Company issued the 53,811 common shares at a fair value of $58,950 to settle certain debts owned to an arms-length party, a loss of $9,516 on settlement of accounts payable was recorded.

- On September 18, 2018, $30,000 of the $150,000 convertible debentures issued on November 21, 2016 was converted into units of the Company at a price of $1.00 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to September 18, 2019.

The fair value of these warrants at the date of converted was estimated at $6,771 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 1 year expected average life; 97.13% volatility; risk-free interest rate of 0.74%; and a dividend yield of 0%.

- On October 1, 2018, the Company closed a non-brokered private placement of 500,000 units at a price of $1.03 per unit for gross proceeds of $467,694 and $47,306 in reduction of accounts payable. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share in the capital of the Company at a price of $1.50 per common share until October 1, 2020. Finders' fees of $38,962 were paid in cash and 4,900 finder's units were issued with terms similar to the private placement. In addition, 32,927 finder's options which allow the holder to purchase units of the Company at a purchase price of $1.03 per unit for a period of two years from the date of closing were issued with terms similar to the private placement. Each unit consists of one common share and one-half of one non-transferable common share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company at an exercise price of $1.50 per share for a period of two years from the date of closing.

The fair value of these warrants at the date of grant was estimated at $141,717 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 2-year expected average life; 116.90% volatility; risk-free interest rate of 2.29%; and a dividend yield of 0%. The fair value of the finder's options at the date of grant was estimated at $27,140 using the Black-Scholes method with the following assumptions: a 2-year expected average life; 116.9% volatility; risk-free interest rate of 2.29%; and a dividend yield of 0%.

- On October 26, 2018, the Company issued the 23,212 common shares at a fair value of $31,499 to settle certain debts owned to an arms-length party, a gain of $2,485 on settlement of accounts payable was recorded.

- On November 6, 2018, the Company issued the 48,317 common shares at a fair value of $58,609 to settle certain debts owned to an arms-length party, a gain of $557 on settlement of accounts payable was recorded.

- On December 11, 2018, the Company announced that it closed a non-brokered private placement of 110,000 units at a price of $1.03 per unit for gross proceeds of $113,300. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share in the capital of the Company at a price of $1.50 per common share until December 11, 2020. Finders' fees of $7,931 were paid in cash.

The fair value of these warrants at the date of grant was estimated at $22,068 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 2 year expected average life; 117.85% volatility; risk-free interest rate of 1.89%; and a dividend yield of 0%.

- On December 21, 2018, $30,000 of the $150,000 convertible debentures issued on November 21, 2016 was converted into units of the Company at a price of $1.00 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant entitling the holder to acquire an additional common share at the price of $1.50 on or prior to December 21, 2019.

  The fair value of these warrants at the date of converted was estimated at $4,891 using the proportionate allocation method. The warrants for this method were valued using the Black-Scholes option pricing model with the following assumptions: a 1 year expected average life; 97.13% volatility; risk-free interest rate of 0.74%; and a dividend yield of 0%.
- On December 21, 2018, the Company issued the 66,085 common shares at a fair value of $79,260 to settle certain debts owned to an arms-length party, a gain of $18,187 on settlement of accounts payable was recorded.

c) Stock options

The Company has a stock option plan (the "Plan") to issue up to and not to exceed 10% of the issued and outstanding common shares. Under the Plan, each option entitles the holder to acquire one common share at its exercise price.

- On June 8, 2018, the Company granted 150,000 common share stock purchase options to a consultant, the fair value of the share options was estimated at $141,967 on the date of grant using the Black-Scholes option pricing model, with the following assumptions: expected option life of 5 years, expected stock price volatility 99.50%, dividend payment during life of option was nil, risk free interest rate 2.15%, weighted average exercise price $1.10, weighted average fair value per option $0.95, weighted average share price $1.24.
- On April 11, 2018, the Company granted 150,000 common share stock purchase options to a consultant, the fair value of the share options was estimated at $130,960 on the date of grant using the Black-Scholes option pricing model, with the following assumptions: expected option life of 5 years, expected stock price volatility 99.13%, dividend payment during life of option was nil, risk free interest rate 2.06%, weighted average exercise price $1.10, weighted average fair value per option $0.87, weighted average share price $1.16.
- On February 7, 2018, the Company granted 450,000 incentive stock options to certain directors, officers and consultants of the Company. The fair value of the share options was estimated at $460,887 on the date of grant using the Black-Scholes option pricing model, with the following assumptions: expected option life of 5 years, expected stock price volatility 95.92%, dividend payment during life of option was nil, risk free interest rate 2.13%, weighted average exercise price $1.10, weighted average fair value per option $1.02, weighted average share price $1.35.
- On May 2, 2018, 75,000 of options were exercised at $0.85 per share.
- On March 14, 2018, 125,000 of options were exercised at $0.75 per share.

Total share options granted during the period ended March 31, 2019 were nil (2018 – 750,000). Total share-based payment expense recognized for the fair value of share options granted and vested during the period ended March 31, 2019 was $63,931 (2018 - $35,950).

(amounts expressed in Canadian dollars, except where indicated)

A summary of stock option information as at March 31, 2019 and December 31, 2018 is as follows:

	March 31, 2019		December 31, 2018	
	Number of shares	**Weighted average exercise price**	**Number of shares**	**Weighted average exercise price**
Outstanding – beginning of year	1,275,000	$ 1.06	1,100,000	$ 1.49
Granted	-	-	750,000	1.10
Exercised	-	-	(125,000)	0.75
Exercised	-	-	(75,000)	0.85
Expired	-	-	(250,000)	2.50
Expired	-	-	(125,000)	2.60
Outstanding – end of March 31, 2019	1,275,000	$ 1.06	1,275,000	$ 1.06

The following table discloses the number of options and vested options outstanding as at March 31, 2019:

Number of options outstanding	Weighted average exercise price	Weighted average remaining contractual life (years)	Number of options Outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
275,000	$0.85	2.72	275,000	$0.85	2.72
750,000	1.10	3.96	487,500	1.10	3.94
250,000	1.20	3.39	250,000	1.20	3.39
1,275,000	**$1.07**	**3.58**	**1,012,500**	**$1.06**	**3.47**

The following table discloses the number of options and vested options outstanding as at December 31, 2018:

Number of options outstanding	Weighted average exercise price	Weighted average remaining contractual life (years)	Number of options Outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
275,000	0.85	2.96	275,000	0.85	2.96
750,000	1.10	4.21	375,000	1.10	4.21
250,000	1.20	3.64	187,500	1.20	3.64
1,275,000	**$1.07**	**3.83**	**837,500**	**$1.04**	**3.67**

(amounts expressed in Canadian dollars, except where indicated)

d) Warrants

The following table discloses the number of warrants outstanding as at:

	March 31, 2019	December 31, 2018
Outstanding – beginning of year	3,116,378	1,963,460
Granted	-	1,152,918
Outstanding – end of year	3,116,378	3,116,378

Outstanding warrants	Expiry Date	Exercise price
684,000	September 12, 2019	$2.00
102,500	May 4, 2020	$1.75
202,000	November 25, 2020	$1.75
3,750	January 13, 2020	$1.50
400,000	February 21, 2021	$0.60
300,000	April 21, 2021	$0.60
25,000	February 3, 2022	$1.50
246,210	April 7, 2022	$1.20
394,999	March 1, 2020	$1.50
355,312	June 14, 2020	$1.50
15,000	September 18, 2019	$1.50
252,450	October 1, 2020	$1.50
15,000	December 3, 2019	$1.50
55,000	December 11, 2020	$1.50
3,051,221		

The following table discloses the number of finder's options outstanding as at March 31, 2019

Outstanding Finders Options	Expiry Date	Exercise price
32,230	March 1, 2020	$1.03
32,927	October 1, 2020	$1.03
65,157		

(amounts expressed in Canadian dollars, except where indicated)

13 Financial instruments

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

Categories of financial instrument

	March 31, 2019		December 31, 2018	
	Carrying value $	**Fair value $**	**Carrying value $**	**Fair value $**
Financial assets				
Fair value through profit and loss ("FVTPL")				
Cash	139,879	139,879	2,695	2,695
Marketable securities	2,885,625	2,885,625	1,068750	1,068,750
Amortized cost				
Other receivables	2,279	2,279	3,367	3,367
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	4,694,118	4,694,118	4,525,295	4,525,295
Convertible debenture	554,749	554,749	546,722	546,722
Loan payable	1,120,928	1,120,928	1,190,202	1,190,202

Fair value

Financial instruments measured at fair value are grouped into Level 1 to 3 based on the degree to which fair value is observable:

Level 1 – quoted prices in active markets for identical securities

Level 2 – significant observable inputs other than quoted prices included in Level 1

Level 3 – significant unobservable inputs

The Company did not move any instruments between levels of the fair value hierarchy during the period ended March 31, 2019 and December 31, 2018.

Financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, convertible debentures and loans payable. The fair values of all financial instruments are considered to approximate their carrying values due to their short-term nature.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rates through the interest earned on cash balances, deposits, and loans; however, management does not believe this exposure is significant.

Credit Risk

The Company is exposed to credit risk through its cash, which is held in large Canadian financial institutions with high credit rating, and other receivables. The Company believes the credit risk is insignificant. The Company's exposure is limited to amounts reported within the statement of financial position.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. In order to meet its financial obligations, the Company will need to generate cash flow from the sale or otherwise disposition of property or raise additional funds. The following table summarizes the remaining contractual maturities of the Company's financial liabilities and operating commitments:

	Less than 1 year	Over 1 year	Total
Accounts payable and accrued liabilities	$ 4,694,118	$ -	$ 4,694,118
Loan payables	1,120,928	-	1,120,928
Convertible debt	276,209	278,539	554,748
Total	$ 6,091255	$ 278,539	$ 6,369,794

Foreign Exchange Risk

The Company operates in Canada and the United States and is exposed to foreign exchange risk arising from transactions denominated in foreign currencies.

The operating results and the financial position of the Company are reported in Canadian dollars. Fluctuations of the operating currencies in relation to the Canadian dollar will have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities.

The Company's financial assets and liabilities as at March 31, 2019 are denominated in Canadian Dollars and United States Dollars and are set out in the following table:

	Canadian Dollars	US Dollars	Total
Financial assets			
Cash	$ 139,441	$ 438	$ 139,879
Other receivables	2,279	-	2,279
	141,720	438	142,158
Financial liabilities			
Accounts payable and accrued liabilities	(1,589,978)	(3,104,140)	(4,694,118)
Convertible debentures	(554,748)	-	(554,748)
Loan payable	(131,067)	(989,861)	(1,120,928)
Net financial liabilities	$ (2,134,073)	$ (4,093,563)	$ (6,227,636)

The Company's financial assets and liabilities as at December 31, 2018 are denominated in Canadian Dollars and United States Dollars and are set out in the following table:

(amounts expressed in Canadian dollars, except where indicated)

	Canadian Dollars	US Dollars	Total
Financial assets			
Cash	$ 2,099	$ 596	$ 2,695
Other receivable	3,367	-	3,367
	5,466	596	6,062
Financial liabilities			
Accounts payable and accrued liabilities	(1,433,058)	(3,092,237)	(4,525,295)
Convertible debentures	(546,722)	-	(546,722)
Loan payable	(179,674)	(1,010,528)	(1,190,202)
Net financial liabilities	$ (2,153,988)	$ (4,102,169)	$ (6,256,157)

The Company's reported results will be affected by changes in the US dollar to Canadian dollar exchange rate. As of March 31, 2019, a 10% appreciation of the Canadian dollar relative to the US dollar would have decreased net financial liabilities by approximately $409,357 (December 31, 2018 - $410,217). A 10% depreciation of the US Dollar relative to the Canadian dollar would have had the equal but opposite effect. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk.

14 Capital management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can continue to provide returns for shareholders and benefits for other stakeholders. The primary use of capital will be used for the development of its properties and acquisitions.

The Company considers the items included in short-term loans and shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions, business opportunity and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis. During the year ended March 31, 2019, there has been no change in the Company's management of capital policies.

15 Segment disclosures

The Company is primarily involved in the acquisition and development of wind and solar energy farms in the United States and renewable energy projects in Canada and has determined that its reportable operating segment is based on the fact that the Company's projects have the same economic characteristics and represent the manner in which the Company's chief decision maker views and evaluates the Company's business.

The Company currently has two geographic segments: Canada and the United States of America ("USA"). The head office operates in Canada and the Company's long-term assets are in the USA.

The Company has one reportable operating segment.

(amounts expressed in Canadian dollars, except where indicated)

	Canada	USA	Total
As at March 31, 2019			
Total assets	$ 4,472,179	$ 5,620,403	$ 10,092,582
Non-current assets	1,438,020	5,623,438	7,061,458
As at December 31, 2018			
Total assets	$ 2,759,973	$ 5,484,971	$ 8,244,944
Non-current assets	2,749,732	4,415,784	7,165,516

	Canada	USA	Total
Period ended March 31, 2019			
Operating income (loss)	1,160,527	(27,003)	1,133,524
Interest income	-	-	-
Income (loss) for the period ended	$ 1,160,527	$ (27,003)	$ 1,133,524
Period ended March 31, 2018			
Operating income (loss)	(763,985)	(22,603)	(786,588)
Interest income	-	-	-
Loss for the period	$ (763,985)	$ (22,603)	$ (786,588)

16 Related party transactions

Key management includes directors and officers of the Company. In addition to related party transactions described in Note 10 and 11, the Company had the following expenses paid to key management:

The Company incurred the following expenses with related parties during the period ended March 31:

	2019	2018
Management fees	$ 8,660	$ 48,412
Share-based compensation	63,931	35,950
Total	$ 72,591	$ 84,362

On July 1, 2014, the Company entered into a consulting contract with the President of the Company. The agreement provides for an annual fee of US $120,000 in which the President will lead all the wind and solar development in obtaining permitting, environmental compliance and raising of capital to construct the renewable energy facilities ("Annual Fee"). In addition, the Company agrees to reimburse all reasonable expense incurred related to office expenses, daily travel per diem, mileage expense and health and life insurance premium expense. Further, upon the Company closing certain development milestones allowing for an equity raise of at least US $2 Million or the sale of any Company assets or project rights including the Tehachapi land whichever comes first, the agreement provides for a one-time payment of US $250,000 in recognition of the President's unpaid work in support of the Company's projects since March 2013. Lastly, the President will be paid a US$3 Million development completion bonus at the time the Montalva Solar Project completes all key milestones necessary for the Company to obtain project financing for the Montalva Solar Project.

On October 15, 2016, the President entered into an amended compensation agreement with the Company. Under this new agreement, the President agreed to settle all unpaid fees and late penalties with a US$168,750 loan at interest of 8% per annum compounded semi-annually. His base fee will be reduced to US$5,000 per month until such time as a PPOA for a project has been executed with PREPA or other such milestone has occurred as determined by the board. The fee will then be reverted back to US$10,000 per month. Further the development completion award for the Montavla solar project will be reduced to US$1.95 million from the initial US$3 million

(amounts expressed in Canadian dollars, except where indicated)

On August 13, 2018, the Company renegotiated the terms of an outstanding loan comprising certain debt due to Clifford M. Webb, the Company's President, for services rendered to the Company. Mr. Webb has agreed to extend the term of the loan until June 15, 2021. In recognition of Mr. Webb's efforts to move the Company's Montalva project in Puerto Rico forward to date and as a further inducement to ensure Mr. Webb's continued contribution to the advancement of the Montalva Project, the Company has agreed to grant a bonus of $65,000 to Mr. Webb. During the year ended December 31, 2018, the Company agreed to convert $322,534 of the loans outstanding from a director into a convertible debenture granted to the lender the ability to convert the loan and interest into units of the Company at the conversion price of $1.25 per unit. Each unit is comprised of one share and one half of one share purchase warrant. One whole warrant entitles the holder to purchase one additional share of the Company at a price of $1.50 on or prior to June 15, 2021. (Note 12 and 13)

During the period ended March 31, 2019, the President of the Company has been paid a total of $nil (December 31, 2018 - $115,819) under the contract. As at March 31, 2019, included in accounts payable are fees and expenses due to the President of the Company of $121,526 (December 31, 2018 – $101,207).

During the period ended March 31, 2019, related party loan interest of US $11,343 (2018 – US $10,260) was capitalized to power project development and construction costs. (Note 6)

17 Commitments and contingencies

As at March 31, 2019, the Company had the following commitments and contingencies outstanding:

	Within 1 year	Over 1 year	Total
Puerto Rico land leases (i)	$ -	$ -	$ -
PBJL Share transfer (ii)	668,150	-	668,150
Total	$ 668,150	-	$ 668,150

1) The Company entered into four separate land options agreements with Jose Arturo Acosta, leasing a total of 1,590 acres of land in the Municipality of Lajas and Guanica of Puerto Rico. The Company made initial payments on the execution date of each options agreement and will thereafter pay advances for each successive four-month period during the option terms. The annual rent will be revised once the land area needed for the energy facility is determined and will have an initial term of twenty-five years with an extension of four consecutive periods of five years each.

2) On April 23, 2013, 330 common shares, approximately 33% interest, of PBJL were transferred between the spouse of an officer to AG Solar and the Company. The Company may be required to pay approximately US $500,000 for these shares on terms yet to be negotiated. Any future payments will be subject to available funds and the completion of a significant financing of the Company in the future.

3) The Company entered into an additional US $265 Million mandate with Pegasus Renewable Energy and Sustainable Infrastructure Credit Advisors LP ("RESIC") for the Company's 100 MW AC Montalva Solar Project. Together with the US $50 million mandate with Pegasus from fiscal 2017, the total is now US $315 million, which covers the entire forecasted project cost. As part of the agreement, the Company agrees to issue to RESIC warrants to purchase 2 million common shares of the Company, at a strike price equal to $1.00, exercisable at any time within five years from the date hereof, subject to the following conditions (collectively, the "Senior Loan Warrant Grant"). The warrants shall be issued and fully exercisable by RESIC on or after the date of any of the following events: a) issuance of notice to proceed to start construction of the Project, b) closing of the loans referred to in the attached term sheets, c) closing of financing equal to more than 50% of the cost of the Project, d) transfer of ownership of over 50% of the Project, measured from the date hereof, e) sale or transfer of over 25 million in the Company's shares, f) the Company's stock price trading at or above $3.00, g) change of control of the Company, whereby more than 50% of the shares are owned or under the control of one investor, or over 50% of the directors being appointed by one investor, or h) PREPA is rated investment grade by at least one nationally-recognized rating agency. Notwithstanding any other condition of the Senior Loan Warrant Grant, the Company will not be obligated to issue the warrants to RESIC if both Thomas Emmons and Edward Levin are no longer employed by Pegasus Capital Advisors, L.P., or an affiliate.

18 Subsequent events

(i) On April 22, 2019, the Company closed the non-brokered private placement and issued 536,700 units at a price of $1.03 per unit for gross proceeds of $552,801. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire one additional share in the capital of the Company at a price of $1.50 until April 15, 2021. As at March 31, 2019, 552,801 was received in advance of closing the private placement and recorded as share subscriptions received. Share issuance costs of $837 were accrued in respect of the private placement.

(ii) On April 12, 2019, the Company issued 250,000 stock options exercisable at $1.00 per share for a period of 5 years with an 18-month vesting provision.

(iii) On April 5, 2019, the Company issued 33,582 common shares to settle shares for services owed to an arms-length party.