



# Management's Discussion and Analysis

## Nine Months Ended – September 30, 2019

(Expressed in Canadian dollars, unless otherwise noted)

November 26, 2019

*For further information on the Company, reference should be made to its public filings on SEDAR at [www.sedar.com](http://www.sedar.com). Information is also available on the Company's website at [www.greenbriarcapitalcorp.com](http://www.greenbriarcapitalcorp.com). This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2019 and the audited annual consolidated financial statements for the year ended December 31, 2018, and related notes thereto which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain Forward Looking Statements which are described at the end of this report.*

### CORPORATE OVERVIEW

Greenbriar's business focus is the acquisition, permitting, re-zoning, management, development and possible sale of commercial, residential, industrial, and renewable energy related real estate and energy projects in North America. In addition, the Company acquired 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. The Company is concurrently developing wind and solar energy projects in Utah and Puerto Rico. However, as discussed below, these projects are experiencing delays and are subject to ongoing disputes.

Greenbriar is listed on the Toronto Venture Exchange under the symbol "GRB" and GEBRF on the US OTC market. Its registered records office is located at 1780 – 400 Burrard Street, Vancouver, British Columbia, V6C 3A6.

### HIGHLIGHTS – Period Ended September 30, 2019

- The Company's one hundred megawatt (100 MW) Montalva solar contract moved closer to commercial reality with the US Financial Management and Oversight Board designating the project as a Critical Project. The US Congress established the Financial Oversight and Management Board ("FOMB") to recommend and expedite critical energy and infrastructure projects and on April 25, 2018 the FOMB informed the Company our Montalva Solar Farm has been approved to proceed to the next stage of the process. The project will now be shared with all the appropriate government agencies for review.
- On January 28, 2019, the Company appointed Luis Baço, LL.M of Capitol Hill Consulting Group ("CHCG"), as a special consultant. Prior to joining CHCG, Mr. Bacó served as Chief of Staff to Congresswoman Jenniffer González-Colón in the U.S. House of Representatives. Luis was the Congresswoman's chief policy advisor and oversaw the legislative efforts leading to Puerto Rico's recovery in the aftermath of the devastating hurricanes of 2017. Luis was also responsible for shaping the overall strategic vision of the Congresswoman's health care, economic development, energy, and foreign affairs agenda.
- On February 6, 2019, the Company announced that the Puerto Rico Electric Power Authority ("PREPA") has communicated to the Company, through Luis Baco, that it wants to re-open negotiations to move forward the Montalva Project - the company's 100 MW solar/30MW battery powered energy project. The shovel-ready project, when built out, will be the largest renewable energy project in the Caribbean. Generating 100% renewable energy, the project will greatly reduce emissions on the island and will save PREPA customers between \$1 and \$2 billion dollars in energy savings over the 25 to 35-year lifespan of the project. In addition, it will add 900 direct jobs during the construction phase and over 1,000 indirect jobs will be created for

suppliers, transport, accommodations, etc. The \$305 million project will be located in, and provide substantially to the tax base of the municipalities of Guanica and Lajas.

- On February 10, 2019, the Company announced that management will undertake a reorganization of the Company's capital structure by way of statutory arrangement (the "Arrangement") pursuant to the Business Corporations Act (British Columbia) resulting in each existing shares of the Company being split into two shares, comprising one share in the existing company plus one additional share in a new public company ("SpinCo") holding the Montalva solar assets and any new renewable energy projects.

The proposed reorganization is being viewed as a way to provide greater market awareness and business opportunities of Company's solar energy projects (the "Solar Energy Assets"), which will be transferred to SpinCo, while the Company will retain all remaining assets and business interests it currently holds (the "Remaining Assets"). Management believes that the separation of the Company's Solar Energy Assets from its Remaining Assets will provide both the Company and SpinCo with increased flexibility to utilize and exploit their respective assets. Management also feels that by separating its assets into two companies and providing Shareholders with proportionate interests in those companies, Shareholder value will be increased.

- On February 14, 2019, the Company announced that the Sage Ranch management team lead by Stuart Nacht, successfully received unanimous 4-0 approval from the Tehachapi City Planning and Zoning Commission. The team was supported by the world famous JZMK Partners, Architects and Planners.
- On April 5, 2019, the Company issued 33,582 common shares to settle shares for services owed to an arms-length party.
- 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
- On April 15, 2019, the Company closed a non-brokered private placement, the Company issued 536,700 units at a price of \$1.03 per unit for gross proceeds of \$532,201 and a reduction of accounts payable of \$20,600. 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.
- On July 10, 2019, the Company announced that it sold its industry leading blockchain software to Titleloq, LLC. The consideration consisted of USD \$229,000, the return and cancellation to the treasury of a total of 786,772 previously issued common shares of the Company, the cancellation of 475,000 previously issued stock options and the cancellation of 276,813 previously issued share purchase warrants in addition to USD \$3 per every opening transaction as a net royalty. The USD \$3 cash per every single opening transaction royalty will be paid in quarterly installments and could convert to 10% of the net proceeds if the software and any modification and or improvement thereof is sold to a fully arms length party.
- On August 20, 2019, the Company announced the execution of a USD \$195 Million project financing mandate with Voya Investment Management, LLC ("Voya") for the Company's 146 MW DC Montalva Solar Project ("Montalva Project"). Project financing takes place at the project level and does not involve the sale of the Company's shares.

The purpose of this Mandate is to structure, arrange, and provide key capital requirements for the Montalva Solar Project. Completion by Voya is discretionary and will be subject to satisfaction by Voya of all usual and customary conditions for financings of this type.

As an incentive to Voya, the Company will issue upon certain conditions, 3.5 million common share purchase warrants exercisable for a period of five years at a price of \$1.00 per share.

## WORKING CAPITAL NOTES

The Company continues to have a significant working capital deficit of \$1,638,789 as at September 30, 2019, however most of this amount is owed to Directors and Related Parties who have loaned the Company money to avoid any share dilution.

## MONTALVA SOLAR PROJECT

As background, the Montalva Solar Project is a proposed 100 MW AC solar photovoltaic renewable generating facility located in the municipalities of Guanica and Lajas, Puerto Rico and is being developed under a 100 MW AC Master Renewable Power Purchase and Operating Agreement (“PPOA”) between PBJL Energy Corporation (“PBJL”) and Puerto Rico Electric Power Authority (“PREPA”) dated December 20, 2011, and amended on March 16, 2012 (the “Master Agreement”). PBJL, a wholly owned subsidiary of AG Solar One, LLC and as discussed below AG Solar One is 100% owned by Greenbriar Capital Corp.

Under the terms of the Master Agreement, if the Montalva Solar Project is constructed, the Company will receive US \$140 per megawatt hour (“MWh”) for electricity production escalating at 2% annually. If the project had been completed in 2014, then the terms of the Master Agreement would have paid US \$150 per MWh escalating at 2% annually. Since the Montalva Solar Project has been delayed by PREPA beyond 2014 through no fault of the Company, it is the position of the Company that the US \$150 per MWh, plus inflation escalation price should be paid under the PPOA.

The term of any project specific PPOA issued under the Master Agreement will be for twenty-five years and may be extended by mutual agreement for up to two consecutive additional five-year terms. In addition, under terms of the Master Agreement, the Company will own all Renewable Energy Credits (“REC”) produced by the facility which can be sold separately to PREPA or into the US national market where qualified. Currently the average price contracted for the REC’s by PREPA in Puerto Rico is an additional US \$35 per MWh. Anticipated production is 237,000 MWh per year. The Company will also retain the US Investment Tax Credit (“ITC”); which provides 30% of the entire capital costs of the Montalva Solar Project. The ITC was originally set to expire at the end of 2016, however it has been extended at its current rate of 30% until 2019 after which it will fall to 26% in 2020, 22% in 2021 and 10% in 2022. Based on recent estimates of capital costs and designing a project size of 146 MW DC which will incorporate additional solar panels to maintain maximum generation over more hours of delivery of the 100 MW AC, the estimate all-in project cost is US \$360 Million expected to be financed by project debt, project equity and tax equity. Annual revenues are anticipated at approximately US \$58 Million per year, annualized over 25 years.

In September and December 2013, the Company entered into four (4) land lease option agreements in Puerto Rico after a site selection process (the “Montalva and Lajas Option Agreements”). The Montalva and Lajas Option Agreements are for two (2) sites located in close proximity that can be developed as a single project of 100MW AC or 5 projects of 20MW AC each in a region associated with low rainfall and cloud cover, exceptional levels of solar irradiance, excellent topography and drainage, low environmental impact and in proximity to 115 kilovolts (“kV”) transmission lines and a PREPA substation.

Of the Montalva Option Agreements, the Company entered into a one-year lease option agreement dated September 9, 2013, which gives the Company the exclusive right and option to lease a 775 acre site in Puerto Rico for the construction and operation of the first phase of the 100 MW AC solar photovoltaic electric generating facility (“Solar Facility”). Upon execution of the option agreement, the Company paid US \$50,000 and paid two additional US \$50,000 payments four and eight months after the effective date of the agreement. In August 2014, the parties agreed in principal to extend the lease option to January 2, 2015, and the Company paid an additional option fee of US \$30,000. The Company and the underlying parties subsequently have agreed to further extend the lease and underlying purchase option for an additional one-year period commencing January 2, 2015, at the rate of US \$150,000 payable with US \$30,000 paid on the commencement of the lease, a payment of US \$30,000 (paid) on April 1, 2015, and two additional payments of US \$45,000 each due on July 1, 2015 and October 1, 2015. On July 1, 2015, the parties agreed to further extend the lease and underlying purchase option to July 2, 2017, with modified payment terms. Under the amended option, the Company is required to pay US \$45,000, commencing on July 1, 2015 and every three months thereafter for seven additional payments due on October 1, 2015, January 1, 2016, April 1, 2016, July 1, 2016, October 1, 2016, January 1, 2017 and April 1, 2017. The Company will be assessed a late fee of 4% per month on any late payment

with the exception of the July 1, 2015 and October 1, 2015 payment. The Company has the option to defer the July 1, 2015 payment until October 13, 2015 with no penalty; thereafter, a penalty of \$1,000 per day will be assessed. The Company paid \$55,000 on October 23, 2015. The Company also has the option to defer the October 1, 2015 payment to December 31, 2015 for a fee of \$4,500; thereafter, a penalty of \$1,000 per day will be assessed. On December 29, 2015, the Company paid \$45,000. Upon payment of an additional \$50,400, the Company has negotiated a forbearance period extending to October 1, 2016, during which time no further payment will be required. On April 15, 2016, the Company paid the \$50,400 and the forbearance period is in effect. The Company further renegotiated the forbearance period to April 1, 2017 and made a payment of \$51,800 to be made on November 15, 2016 to ensure the continued forbearance period and to have the Montalva Option Agreement remain in good standing. The Company made a payment of \$41,400 in November 2016. During the period ended September 30, 2017 the Company entered into an amendment with the Montalva options holders, where the Company has agreed to pay US \$80,000 to cover all past and future option payments. Subsequent to period end, the Company entered into an amendment where the Company has agreed to pay US \$10,000 to cover all past and future option payments of which US \$5,000 has already been paid.

Of the Lajas Option Agreements, on December 1, 2013, the Company entered into a three-year lease 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. Upon execution of the option agreement, the Company paid US \$35,000 and is required to pay after the first year, an additional US \$10,000 in advance each successive four-month period for the next two years. On January 1, 2014, the Company entered into two additional lease option agreements for five years each, which gives the Company the exclusive right and option to lease up to a total of 654 additional acres in 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. Due to the Company's cash position, the lessor agreed to a deferral of all Lajas payments commencing January 1, 2015 to December 1, 2015. Upon payment of any additional \$10,333, the Company has negotiated a forbearance period extending to October 1, 2016, during which time no further payment will be required. On April 15, 2016, the Company paid the \$10,333 and the forbearance period is in effect. The Company further renegotiated the forbearance period to April 1, 2017 with a payment of \$14,253 to be made on November 15, 2016 and \$10,333 on January 1, 2017 to ensure the continued forbearance period and to have the Lajas Farm Option Agreements remain in good standing.

All four option agreements comprising the Montalva and Lajas Option Agreements provide for a lease term of twenty-five years from the date of execution and may be extended for up to four additional consecutive periods of five-years each, at the Company's option.

On April 14, 2014, the Company entered into an agreement with the Land Authority of Puerto Rico and deposited US \$75,000 to lease an additional 51 acres of land for the construction and operation of the interconnection transmission line for the Solar Facility. The lease agreement provides for a term of thirty-years and can be extended for a longer term at then applicable commercial rates by mutual agreement of the parties.

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 October 27, 2014, the Company requested and received a legal opinion from a Puerto Rican law firm establishing that the Company's Master Agreement is a binding agreement between the Company and PREPA and that PREPA will be subject to damages by the Company if PREPA fails to perform on its obligations to the Company. On February 10, 2015, the law firm of Gierbolini Consulting Group, LLC ("GCG") of San Juan, Puerto Rico was retained by the Company and sent a letter to Juan Alicea Flores, President of PREPA, stating our intent to commence legal action against PREPA unless PREPA performed the required studies as required by the Master Agreement and signed the project specific PPOA for Montalva or in the alternative paid the Company \$210 Million in monetary damages. No response to the May 15, 2015, letter was received from PREPA. On May 15, 2015, the Company, through its lawyers GCG, filed a legal action against PREPA in the courts of Puerto Rico in order to protect and enforce its rights under

the Master Agreement and for monetary damages of \$210 Million. The Company is confident the court will enforce the \$1.9 Billion agreement in favor of the Company or in the alternative, the Company is asking the court for \$210 Million in monetary damages, however the ultimate outcome of the court action is unknown.

On April 25, 2018, the Company's one hundred megawatt (100 MW) Montalva solar contract moved closer to commercial reality with the US Financial Management and Oversight Board designating the project as a Critical Project. The US Congress established the Financial Oversight and Management Board ("FOMB") to recommend and expedite critical energy and infrastructure projects and on April 25, 2018 the FOMB informed the Company our Montalva Solar Farm has been approved to proceed to the next stage of the process. The project will now be shared with all the appropriate government agencies for review. In May of 2018, the Company filed a US Federal RICO lawsuit against PREPA for US \$951 Million.

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.

On May 27, 2019, the Company announced that the company has been in non-stop negotiations with PREPA and its consultants (Filsinger Energy Partners) and attorneys (King & Spalding), to permit the Montalva Project to proceed forward. Under the guidance of Luis Baco, JD, LL.M, the company and PREPA have basically come to terms on pricing.

#### **GAUZY 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. Gauzy is an award-winning world leader in Smart Glass technology, manufacturing a complete product line of liquid crystal glass (LCG) products for worldwide use. In addition, Greenbriar will be entitled to sell the 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. Gauzy embeds technology into glass, offering varying degrees of opacity for privacy or projection when needed, or transparency for an open atmosphere when desired. In the real estate, building, retail, construction or auto industries, Gauzy glass can be installed in homes, office buildings, hospitals, apartments, universities, schools, hotels, trucks and autos.

#### **TEHACHAPI HOUSING PROJECT**

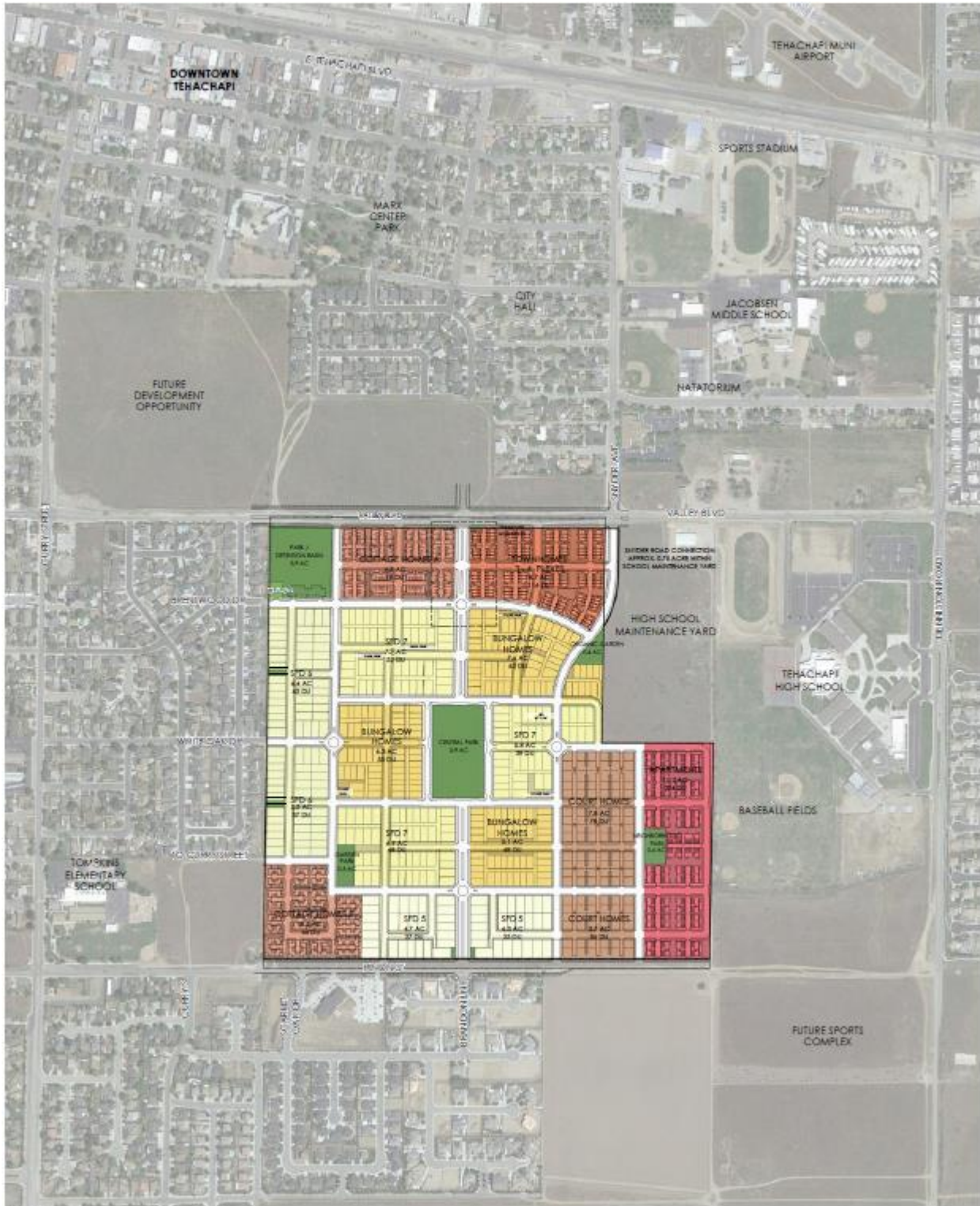
On September 27, 2011 the Company acquired property in accordance with its acquisition agreement with Marks & Kilkenny LLC to acquire real property in Tehachapi, California, USA (the "Property"), as its qualifying transaction under the rules of the TSX Venture Exchange. The purchase price for the Property was US \$1,040,000. The Property comprises of an aggregate of 161 acres divided into approximately 689 total lots.

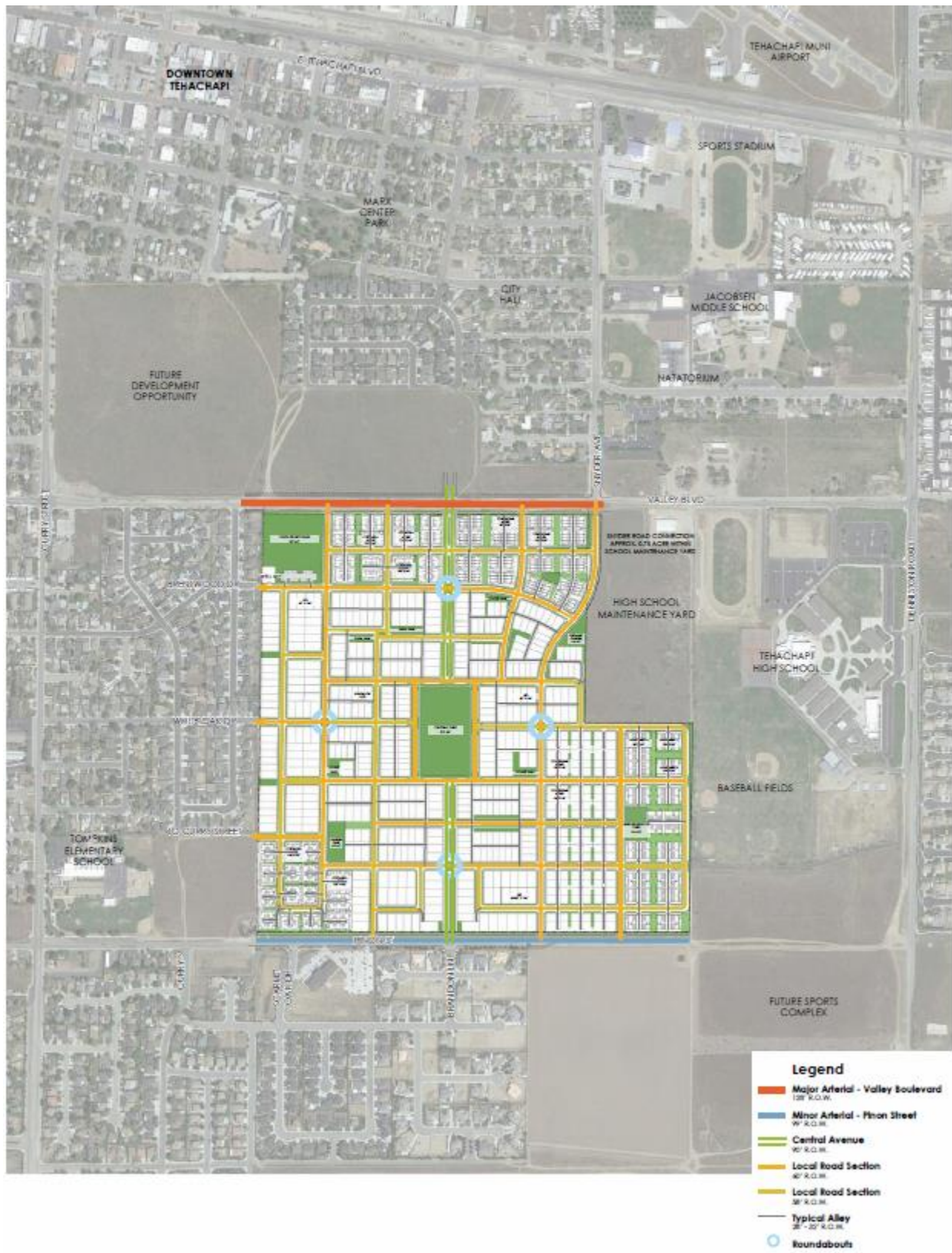
The Property is situated close to the central business district and adjacent Tehachapi High School and is comprised of five parcels of real property located within the City of Tehachapi. Tehachapi is located in Kern County on the edge of the Mojave Desert, approximately 35 miles east-southeast of Bakersfield, California.

The legal description of each parcel is as follows:

- Parcel 1 – APN 417-012-01 (approx. 32.97 acres)
- Parcel 2 – APN 417-012-28 (approx. 60 acres)
- Parcel 3 – APN 417-012-27 (approx. 20 acres)
- Parcel 4 – APN 417-012-25 (approx. 19.16 acres)
- Parcel 5 – APN 415-012-14 (approx. 28.75 acres)

Parcels 1 through 4 ("Site 2") are contiguous and aggregate approximately 132 acres of land on the south side of Cummings Valley Boulevard (State Highway 202), a major east – west thoroughfare through Tehachapi. The parcels lie immediately east of Clearview Street and immediately north of Pinon Street. The new Tehachapi High School, which opened its doors in 2003, is located immediately to the east of the parcels. A previous owner of these parcels had received Tentative Tract Map ("TTM") approvals under TTM 6218 and TTM 6723. Parcel 5 ("Site 1") comprises approximately 28 acres and lies north of parcels 1 through 4, on the north side of Cummings Valley Boulevard. The location of the Property is identified in the map below:





On August 8, 2017, the Company received an updated valuation report on the Property conducted by Valbridge Property Advisors. The appraiser determined the fair value of the Property as of July 18, 2017 US \$4,600,000.

On October 1, 2017, the Company entered into a sale agreement with Captiva Verde Land Corp. (“Captiva”) to sell a 50% undivided interest in approximately 132 acres of its real property located in the City of Tehachapi, California, USA. The sale 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. On October 6, 2018, the Company closed the sale of land to Captiva and received 10,687,500 common shares of the Captiva which had a fair value of \$1,068,750 and \$112,500 in a one-year interest-free promissory note 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.

On June 4, 2018, the Company announced that it has engaged the consulting services of Co-Create Living, Inc. and its founder Stuart Nacht. Stuart who has over 40 years of construction and development experience and has owned or managed real estate development from inception to completion. These activities include land acquisition, entitlement, product development, financing, construction, marketing and sales. Stuart has built over 3,500 units across the Western US and Canada.

On February 14, 2019, the Company announced that the Sage Ranch management team lead by Stuart Nacht, successfully received unanimous 4-0 approval from the Tehachapi City Planning and Zoning Commission. The team was supported by the world famous JZMK Partners, Architects and Planners.

### **RealBlock**

The Company launched a wholly owned independent subsidiary company called Realblock, a first of its kind functional real estate blockchain enterprise. The company will unleash the key attributes of blockchain on the transaction-heavy real estate industry; not as an academic exercise, but as a real time solution to the entire real estate market. Blockchain allows for a faster, safer and cheaper real estate transaction and Realblock will be leading this change.

On April 11, 2018 the Company announced that Landmark Title Assurance Corp. of Phoenix has agreed to integrate RealBlock’s blockchain technology into it’s day to day operation. This announcement came just weeks after Title Security of Arizona announced it will be using RealBlock’s disruptive technology. In 2017, Title Security and Landmark Title Assurance were responsible for nearly 20,000 separate real estate transactions and underwrote title insurance in excess of \$3 USD billion. The proprietary blockchain software will greatly reduce fraud, and decrease the costs associated with real estate transactions, from offer acceptance to closing.

On September 11, 2018, the Company Announced that its subsidiary RealBlock Limited, through its tradename "RealBloq", will begin dealing with Title Security of Arizona ("TSA"). TSA and its affiliated companies complete over US \$3 Billion in transactions per year. TSA is 20% owned by First American Title Corp., a subsidiary of First American Financial Corp., the premier title insurance company in the United States.

October 10, 2018, the Company announced that RealBlock, its blockchain-based, real estate transaction platform, entered into advanced stage development on October 8, 2018 with Title Security of Arizona. RealBlock, a subsidiary of the Company, has completed the first phase of functionality that will help eliminate wire fraud during real estate settlements.

On July 10, 2019, the Company announced that it sold its industry leading blockchain software to Titleloq, LLC. The consideration consisted of USD \$229,000, the return and cancellation to the treasury of a total of 786,772 previously issued common shares of the Company, the cancellation of 475,000 previously issued stock options and the cancellation of 276,813 previously issued share purchase warrants in addition to USD \$3 per every opening transaction as a net royalty. The USD \$3 cash per every single opening transaction royalty will be paid in quarterly installments and could convert to 10% of the net proceeds if the software and any modification and or improvement thereof is sold to a fully arms length party.



**SELECTED QUARTERLY INFORMATION**

<i>(tabled amounts are expressed in CAD dollars)</i>	<b>As at September 30, 2019</b>	<b>As at December 31, 2018</b>
Cash and cash equivalent	2,309	2,695
Deposit and prepaid (current and non-current)	3,311	4,616
Other receivables	7,698	3,367
Marketable securities	2,619,506	1,068,750
Land	837,551	684,254
Power project development and construction	3,144,009	3,099,645
Intangible asset	1,655,375	1,705,250
Smart glass distribution agreement	953,384	1,676,367
<b>Total assets</b>	<b>9,193,143</b>	<b>8,244,944</b>
<b>Total non-current liabilities</b>	<b>158,126</b>	<b>383,459</b>
<b>Total liabilities</b>	<b>4,429,739</b>	<b>6,262,219</b>

The Company has total assets of \$9.2 million as at September 30, 2019, compared to \$8.2 million as at December 31, 2018. This increase is mainly attributable to an increase in fair value of marketable securities.

The Company has total liabilities of \$4.4 million in current quarter which is lower to the liabilities as at December 31, 2018. During the period ended September 30, 2019, the Company wrote off \$1.7 million of accounts payables related to stale payables for entities that are no longer in existence, projects that have been wound up or greater periods than the statute of limitations call for.

<i>(tabled amounts are expressed in CAD dollars)</i>	<b>Three Months Ended September 30, 2019</b>	<b>Three Months Ended September 30, 2018</b>	<b>Nine Months Ended September 30, 2019</b>	<b>Nine Months Ended September 30, 2018</b>
Consulting fee	(67,441)	(349,966)	(554,900)	(810,971)
General and administrative	(6,515)	(17,798)	(45,824)	(154,383)
Marketing	-	(34,264)	(11,685)	(313,486)
Finance cost	(53,469)	(67,791)	(170,812)	(195,237)
Professional fees	(59,781)	(41,352)	(147,760)	(138,418)
Stock-based compensation expense	(135,334)	(151,683)	(322,190)	(593,064)
	(322,540)	(662,854)	(1,253,171)	(2,205,559)
Foreign exchange (loss) gain	(45,163)	52,257	104,552	(109,184)
Unrealized gain from investments	214,818	-	1,550,756	-
Gain on sales of Realblock	1,334,508	-	1,334,508	-
Gain (loss) on settlement of debt	1,729,522	(9,517)	1,731,251	(15,223)
Smart glass distribution agreement amortization	(243,642)	(146,186)	(722,983)	(433,791)
<b>Net (loss) income</b>	<b>2,667,503</b>	<b>(766,300)</b>	<b>2,744,913</b>	<b>(2,763,757)</b>
<b>Other comprehensive gain (loss)</b>	<b>50,906</b>	<b>(83,557)</b>	<b>(126,312)</b>	<b>145,185</b>
<b>Net loss and comprehensive loss</b>	<b>2,718,409</b>	<b>(849,857)</b>	<b>2,618,601</b>	<b>(2,618,572)</b>
<b>Basic/Diluted (loss) income per share</b>	<b>0.14</b>	<b>(0.04)</b>	<b>0.14</b>	<b>(0.15)</b>

**Nine months ended September 30, 2019 compared to nine months ended September 30, 2018**

The Company had net income of \$2,744,913 for the period ended September 30, 2019, compared to a net loss of \$2,763,757 in 2018. The increase in net income from 2018, was mainly due to an increase in unrealized gain from investments totaling \$1,550,756, a gain of \$1,334,508 on sale of Realblock, and a gain of \$1,731,251 on write-off of accounts payable, netted by a reduction in consulting fees and increase in smart glass distribution agreement amortization. Other comprehensive income fluctuated over the fiscal periods. This was mainly due to the volatility of foreign exchange, which resulted in translation gains or losses on the Company's inter-company receivables.

**Three months ended September 30, 2019 compared to three months ended September 30, 2018**

The Company had a net income of \$2,667,503 for the three months ended September 30, 2019, compared to a net loss of \$766,300 in 2018. The increase is due to a reduction of consulting fees, general and admin and share based compensation expense in addition to the unrealized gain on investments, gain on sale of Realblock, and gain on the write-off of accounts payable. current quarter. Other comprehensive income fluctuated over the fiscal periods. This was mainly due to the volatility of the foreign exchange, which resulted in translation gains or losses on Company's inter-company receivables.

**Consolidated quarterly loss – 8 quarters historic trend**

<i>(tabled amounts are expressed in CAD dollars)</i>	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Total revenues	-	-	-	-	-	-	-	-
Income (loss) for the period	2,667,503	(1,056,114)	1,133,524	(1,039,986)	(766,300)	(1,210,869)	(786,588)	(3,853,876)
Basic/Diluted income (loss) per share	0.14	(0.05)	0.06	(0.05)	(0.04)	(0.07)	(0.05)	(0.26)
Total assets	9,193,143	9,110,232	10,092,581	8,244,944	8,643,714	8,668,098	8,410,026	8,274,271
Working capital deficit	1,638,789	3,692,125	3,612,932	4,799,332	4,724,016	4,592,598	4,672,878	4,888,771
Cash dividend declared	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

**Three months ended September 30, 2019 vs. historical quarters in 2018, 2017**

The Company had a net income of \$2,744,913 for the quarter ended September 30, 2019, which is higher than the net loss in all historical quarters in 2018 and 2017. The increase was mainly due to an increase in unrealized gain from investments totaling \$214,818, a gain of \$1,334,508 on sale of Realblock, and a gain of \$1,729,522 on write-off of accounts payables in the current quarter, which were not incurred in the comparative periods.

Total assets are fairly consistent from Q3 2019 to Q4 2017.

Working capital deficit is lower in current quarter due to the write-off of accounts payable, the other historical quarters are fairly consistent between periods and fluctuate related to exchange rate as most of the accounts payable are in US subsidiaries.

No cash dividends have been declared by the Company.

Basic and diluted loss per share in each quarter is relative to the loss recorded in that period.

## LIQUIDITY AND CAPITAL RESOURCES

<i>(table amounts are expressed in CAD dollars)</i>	<b>Three Months Ended September 30, 2019</b>	<b>Three Months Ended September 30, 2018</b>	<b>Nine Months Ended September 30, 2019</b>	<b>Nine Months Ended September 30, 2018</b>
Cash inflows (outflows) from operating activities	(154,252)	(242,378)	(630,016)	(941,215)
Cash inflows from financing activities	(97,815)	319,942	375,679	1,345,205
Cash outflows from investing activities	254,178	(78,999)	253,951	(211,334)
Net cash flows	2,111	(1,435)	(386)	192,656
Cash balance	2,309	192,788	2,309	192,788

The Company has a cash balance of \$2,309 as of September 30, 2019. Cash outflow from operating activities was \$630,016, compared to \$941,215 in 2018. The change in outflow was primarily attributable to decreased corporate activity during the current year.

Cash inflow from financing activities in the period ended September 30, 2019 was \$375,679. The Company received cash for a private placement of \$532,201 in current period. In 2018, The Company completed three private placements for total gross proceeds and repaid a portion of the outstanding debt.

Cash outflow from investing activities in the period ended September 30, 2019 was \$253,951. The Company received cash on sale of Realblock.

## SHAREHOLDERS' EQUITY

As at the date of this report and September 30, 2019, the Company had unlimited authorized common shares without par value and 19,605,993 common issued and outstanding, 1,300,000 share purchase options and 2,471,415 warrants outstanding.

- 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 April 5, 2019, the Company issued 33,582 common shares at a fair value of \$32,239 to settle services owed to an arms-length party, a gain of \$672 on settlement of accounts payable was recorded.
- On April 15, 2019, the Company closed a non-brokered private placement, the Company issued 536,700 units at a price of \$1.03 per unit for gross proceeds of \$532,201 and a reduction of accounts payable of \$20,600. 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.
- On June 12, 2019, \$156,250 of the \$322,534 convertible debentures issued on June 15, 2018 was converted into 125,000 units of the Company at a price of \$1.25 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 June 15, 2021.
- On July 10, 2019, the Company sold its industry leading blockchain software to Titleloq, LLC. The share consideration comprises the return and cancellation to the treasury of a total of 786,772 previously issued the Company's common shares.

- 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.
- 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.
- On June 21, 2018, the Company issued the 70,802 common shares at a fair value of \$76,686 to settle certain debts owed 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 owed 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 owed 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.
- 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.
- On October 26, 2018, the Company issued the 23,212 common shares at a fair value of \$31,499 to settle certain debts owed 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 owed 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.

- 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.
- 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.
- 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.
- On July 2, 2019, the Company issued 250,000 incentive stock option to the President of the Company exercisable at \$1.00 per share for a period of 5 years with an 18-month vesting provision.
- On July 10, 2019, the Company sold its industry leading blockchain software to Titleloq, LLC, cancelled of 475,000 previously issued stock options and the cancellation of 276,813 previously issued share purchase warrants.

The following table discloses the number of options and vested options outstanding as at September 30, 2019 and the date of this report:

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	2.21	275,000	\$0.85	2.21
275,000	1.10	3.45	125,000	1.10	3.44
250,000	1.20	2.89	250,000	1.20	2.89
500,000	1.00	4.65	237,500	1.00	4.65
<b>1,300,000</b>	<b>\$1.03</b>	<b>3.54</b>	<b>887,500</b>	<b>\$1.04</b>	<b>3.08</b>

The following table discloses the number of warrants outstanding as at September 30, 2019 and the date of this report:

Outstanding warrants	Expiry Date	Exercise price
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
78,499	June 14, 2020	\$1.50
250,000	October 1, 2020	\$1.50
15,000	December 3, 2019	\$1.50
55,000	December 11, 2021	\$1.50
268,350	April 15, 2021	\$1.50
62,500	June 12, 2021	\$1.50
<b>2,403,808</b>		

The following table discloses the number of finder's options outstanding as at September 30, 2019 and the date of this report:

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

## COMMITMENTS AND CONTINGENCIES

As at September 30, 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)	662,150	-	662,150
Total	\$ 662,150	\$ -	\$ 662,150

- (i) 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.
- (ii) 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.

## REGULATORY DISCLOSURES

### *Off-Balance Sheet Arrangements*

As at the date of this report, the Company did not have any off-balance sheet arrangements.

### **Proposed Transactions**

The Company does not have any proposed transactions as at September 30, 2019 other than as disclosed elsewhere in this document.

### *Related Party Transactions*

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

The Company incurred the following expenses with related parties for the period ended September 30:

	2019	2018
Management fees	\$ 50,652	\$ 198,495
Share-based compensation	322,190	-
Total	\$ 372,842	\$ 198,495

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 Montalva solar project will be reduced to US\$1.95 million from the initial US\$3 million

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.

On June 12, 2019, \$156,250 of the \$322,534 convertible debentures issued on June 15, 2018 was converted into 125,000 units of the Company at a price of \$1.25 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 June 15, 2021.

During the period ended September 30, 2019, the President of the Company has been paid a total of \$39,729 (December 31, 2018 - \$115,819) under the contract. As at September 30, 2019, included in accounts payable are fees and expenses due to the President of the Company of \$145,597 (December 31, 2018 – \$101,207).

During the period ended September 30, 2019, related party loan interest of US \$35,278 (2018 – US \$36,000) was capitalized to power project development and construction costs.

### ***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*

	September 30, 2019		December 31, 2018	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
<b>Financial assets</b>				
<i>Fair value through profit and loss (“FVTPL”)</i>				
Cash	2,309	2,309	2,695	2,695
Marketable securities	2,619,506	2,619,506	1,068,750	1,068,750
<i>Amortized cost</i>				
Other receivables	7,698	7,698	3,367	3,367
<b>Financial liabilities</b>				
<i>Other financial liabilities</i>				
Accounts payable and accrued liabilities	2,786,155	2,786,155	4,525,295	4,525,295
Convertible debenture	443,358	443,358	546,722	546,722
Loan payable	1,200,226	1,200,226	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 September 30, 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, deposits 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	\$ 2,786,155	\$ -	\$ 2,786,155
Loan payables	1,200,226	-	1,200,226
Convertible debt	285,232	158,126	443,358
Total	\$ 4,271,613	\$ 158,126	\$ 4,429,739

### 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 September 30, 2019 are denominated in Canadian Dollars and United States Dollars and are set out in the following table:

	Canadian Dollars	US Dollars	Total
<b>Financial assets</b>			
Cash	\$ 1,523	\$ 786	\$ 2,309
Other receivables	7,698	-	7,698
	9,221	786	10,007
<b>Financial liabilities</b>			
Accounts payable and accrued liabilities	250,935	(3,037,090)	(2,786,155)
Convertible debentures	(443,358)	-	(443,358)
Loan payable	(122,584)	(1,077,642)	(1,200,226)
Net financial liabilities	\$ (305,786)	\$ (4,113,946)	\$ (4,419,732)

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:

	Canadian Dollars	US Dollars	Total
<b>Financial assets</b>			
Cash	\$ 2,099	\$ 596	\$ 2,695
Other receivable	3,367	-	3,367
	5,466	596	6,062
<b>Financial liabilities</b>			
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 September 30, 2019, a 10% appreciation of the Canadian dollar relative to the US dollar would have decreased net financial liabilities by approximately \$411,395 (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.

### ***Risk and Uncertainties***

#### *Credit, Liquidity, Interest, Currency and Commodity Price Risk*

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. As at September 30, 2019, the Company's financial instruments consist of cash and cash equivalents, interest receivable, deposits, accounts payable, accrued liabilities, accrued interest, and loans payable. Cash is reported at fair value. The other amounts reflected in the balance sheet approximate their fair values due to their short-term nature.

The Company does not use derivative instruments or hedges to manage risks because the Company's exposure to credit risk, interest rate risk and currency risk is small.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk through its cash, which is held in a large Canadian financial institution with an issuer credit rating of A-1 by Standard & Poor's. The Company believes this credit risk is insignificant.

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 short-term interest rates through the interest earned on cash balances and deposits; however, management does not believe this exposure is significant.

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. 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.

Cash is stated at amounts compatible with those prevailing in the market, are highly liquid, and are maintained with prime financial institutions for high liquidity.

### *Real Property Ownership*

All real property investments are subject to elements of risk such investments are affected by general economic conditions, local real estate markets, the attractiveness of the properties to residents, supply and demand for housing, competition from other available housing and various other factors. Demand for residential real estate in the United States could be adversely affected by weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing properties in an area and the excess amount of units in a particular market. To the extent that any of these conditions occur, they are likely to affect market value for residential building lots, which could cause a decrease in the Company's future potential sales revenue from the Property.

### *No History of Revenue*

To date the Company has relied entirely upon the sale of common shares and the exercising of warrants to provide working capital to fund its administration, overhead costs and project development. There is no guarantee that the Company will enter into profitable agreements and earn revenue from operations. The Company has not commenced commercial production and the Company has no history or earnings or cash flow from its operations. Thus, there can be no assurance that the Company will be able to develop any value or that its activities will generate positive cash flow. The Company has not paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Company has limited cash and other assets. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of the Company's management in all aspects of the development and implementation of the Company's business activities.

### *Market Price of the Common Shares*

The Common Shares are listed and posted for trading on the TSXV and OTCQX. The Company's business is in an early stage of exploration and an investment in the Company's securities is highly speculative. There can be no assurance that an active trading market in the Company's securities will be established and maintained. Securities of companies involved in the resource industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Common Shares is also likely to be significantly affected by short-term changes in commodity prices or in the Company's financial condition or results of operations as reflected in its quarterly earnings reports.

### *Current Global Financial Conditions*

Events over the last number of years in global financial markets, including sovereign debt crises, have had a profound impact on the global economy and global financial conditions have been subject to volatility. Many industries are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A continuing slowdown in financial markets or other economic conditions, including, but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's business, financial condition, results of operations and ability to grow.

### *Competition*

The renewable energy development industry is highly competitive. The Company competes with other domestic and international power development companies that have greater financial, human and technical resources.

The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies, or devote greater resources to the expansion or efficiency of their operations than the Company. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Accordingly, it is possible that new competitors or alliances among current and new competitors may emerge and gain significant market share to the Company's detriment. The Company may also encounter increasing competition from other renewable energy companies in the Company's efforts to hire experienced professionals. Increased competition could adversely affect the Company's ability to attract necessary capital funding, to acquire it on acceptable terms, or to acquire suitable properties or prospects for development in the future. As a result of this

competition, the Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Furthermore, there is no assurance that a ready market will exist for the sale of renewable energy. Factors beyond the control of the Company may affect the marketability of electrical power in existing markets. These factors include market fluctuations, the proximity and capacity of renewable power markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

#### *Risks related to International Activities*

A material portion of the business of the Company is located outside of Canada, with assets predominately in USA. The Company's international operations may be adversely affected by political or economic developments or social instability, which will not be within the Company's control, including, among other things, the risks of political unrest, labour disputes and unrest, war, terrorism, abduction, expropriation, nationalization, renegotiation or nullification of existing concessions, contracts and permits, government regulation, delays in obtaining or renewing or the inability to obtain or renew necessary permits, taxation policies, economic sanctions, fluctuating exchange rates, currency controls, high rates of inflation, limitations on foreign ownership and increased financing costs. The occurrence of any such events could have a material adverse effect on the Company's business and results of operations as currently contemplated.

#### *Risks Associated with Joint Venture Agreements*

Pursuant to agreements the Company may enter into in the course of its business, the Company's interest in its properties may become subject to the risks normally associated with the conduct of joint ventures. In the event that any of the Company's properties become subject to a joint venture, the existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of its interests held through joint ventures, which could have a material adverse impact on the Company's business prospects, results of operations and financial condition: (i) disagreements with joint venture partners on how to conduct exploration; (ii) inability of joint venture partners to meet their obligations to the joint venture or third parties; and (iii) disputes or litigation between joint venture partners regarding budgets, development activities, reporting requirements and other joint venture matters.

#### *Reliance on Key Individuals*

The Company's success depends on its ability to attract and retain the services of key personnel who are qualified and experienced. In particular, the success of the Company is, and will continue to be to a significant extent, dependent on the expertise and experience of the Company's directors and senior management. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of these individuals could have a material adverse effect on the Company.

The resource industry is largely driven by fluctuations in commodity prices which, when high, can lead to a large number of projects being developed which in turn increases the demand for skilled personnel, contractors, material and supplies. Accordingly, there is a risk to the Company of losing or being unable to secure enough suitable key personnel or key resources and, as a result, being exposed to increased capital and operating costs and delays, which may in turn adversely affect the development of the Company's projects, the results of operations and the Company's financial condition and prospectus.

#### *Project Risk*

- Availability of tax credits (Blue Mountain and Montalva)
- Interest rates at time of project financing
- Tax equity investor market, availability and pricing
- Uncertain financial markets and sponsor equity requirements
- Credit rating of off-takers (PREPA)

- Escalation of equipment cost such a wind turbines and solar panels
- Escalation of EPC cost
- Availability and timely delivery of key equipment
- Timely completion of interconnection by the transmission provider
- Weather related and force majeure events
- REC market pricing to be negotiate (PREPA)
- Eagle conservation costs and requirements (Blue Mountain)

### ***Critical Accounting Policies and Estimates***

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 determine 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

### ***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.

### ***Internal Controls Over Financial Reporting***

Management assessed the effectiveness of the Company's internal controls over financial reporting for the period ended September 30, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework. Based on this assessment, management believed that, as of September 30, 2019, our internal controls over financial reporting were effective based on those criteria.

No changes in the Company's internal controls, or other factors that have materially affected, or are reasonably likely to materially affect these controls, have occurred during the period ended September 30, 2019.

### ***Limitations of Controls and Procedures***

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any system of controls and procedures over financial reporting and disclosure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

## **ADVISORY ON FORWARD-LOOKING INFORMATION**

This Management's Discussion and Analysis contains certain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Company, which involve risks and uncertainties. These risks and uncertainties may cause the Company's actual results to differ materially from those contemplated by the forward looking statements. Factors that might cause or contribute to such differences include, among others, market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Company's required financial statements and filings.

Forward-looking statements in this Management's Discussion and Analysis include references to:

- Management's Development Strategy including estimated timelines, marketing efforts and sales targets and timing.