



Management's Discussion and Analysis

Three Months Ended – March 31, 2020

(Expressed in Canadian dollars, unless otherwise noted)

May 29, 2020

For further information on the Company, reference should be made to its public filings on SEDAR at www.sedar.com. Information is also available on the Company's website at www.greenbriarcapitalcorp.ca. This Management's Discussion and Analysis ("MD&A") should be read in conjunction with unaudited condensed consolidated interim financial statements for the three months ended March 31, 2020 and the audited annual consolidated financial statements for the year ended December 31, 2019, 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 a solar energy project in Puerto Rico, however, as discussed below, this project is 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 Suite 1120 – 625 Howe Street, Vancouver, BC, V6C 2T6.

HIGHLIGHTS – Period Ended March 31, 2020

- On February 25, 2020, the Company appointed Mr. Anthony Balic as Chief Financial Officer and Secretary effective January 28, 2020. Mr. Balic has worked with Canadian and US publicly listed companies for the past 14 years and is currently the CFO of Captiva Verde Land Corp.
- On March 25, 2020, the Company announced the execution of a new USD \$195 Million project financing mandate with Voya Investment Management, LLC ("Voya") for the Company's 80 to 160 MW AC Montalva Solar Project ("Montalva Project"). This project financing takes place at the project level and does not involve any dilution of the Company's shares. Voya is a USD \$550 Billion Fund Manager
- Subsequent the period ended, On April 7, 2020, the Company announced that it has signed a fully executed Cooperation Agreement with China Machinery Engineering Corporation ("CMEC") of Beijing, China to be the Engineering, Procurement and Construction ("EPC") company to design, build, equip and construct the Montalva Solar project in Puerto Rico.
- Subsequent the period ended, on May 19, 2020, the Company announced that it has reached agreement with the Puerto Rico Electric Power Authority (PREPA) on a 25-year Power Purchase and Operating Agreement (PPOA) for the development, construction, and operation of the 80MW to 160MW AC Montalva solar project. The Montalva PPOA now moves on to final approval by the Puerto Rico Energy Bureau (PREB) and the Puerto Rico Financial Oversight and Management Board (FOMB). This process is expected to last 4-5 weeks.

WORKING CAPITAL NOTES

The Company continues to have a significant working capital deficit of \$1,259,500 as at March 31, 2020, however most of the current liabilities is owed to Directors and Related Parties who have loaned the Company money to avoid any share dilution.

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

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 and extend the agreement to December 31, 2019. Subsequent to period end on April 14, 2020, the Company entered into a further extension to December 30, 2020 and the remaining US \$60,000 due was agreed to be paid under the following schedule: US \$20,000 within 30 days of the agreement (paid), US \$20K within 30 days of obtaining a signed PPOA with PREPA, and US \$20,000 after approval of the PPOA by the bankruptcy judge.

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. During the year ended December 31, 2019, the Company entered into additional extension agreements extending two of the agreements to December 13, 2020, and a third agreement to June 30, 2020, with the Company agreeing to pay US \$10,000 to cover all past and future option payments of which US \$5,000 was paid within thirty days of signing of this Amendment, and the additional remainder of USD\$5,000 paid on January 15, 2020.

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.

On April 7, 2020, the Company announced that it has signed a fully executed Cooperation Agreement with China Machinery Engineering Corporation ("CMEC") of Beijing, China to be the Engineering, Procurement and Construction ("EPC") company to design, build, equip and construct the Montalva Solar project in Puerto Rico.

On May 19, 2020, the Company announced that it has reached agreement with the Puerto Rico Electric Power Authority (PREPA) on a 25-year Power Purchase and Operating Agreement (PPOA) for the development, construction, and operation of the 80MW to 160MW AC Montalva solar project. The Montalva PPOA now moves on to final approval by the Puerto Rico Energy Bureau (PREB) and the Puerto Rico Financial Oversight and Management Board (FOMB). This process is expected to last 4-5 weeks.

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

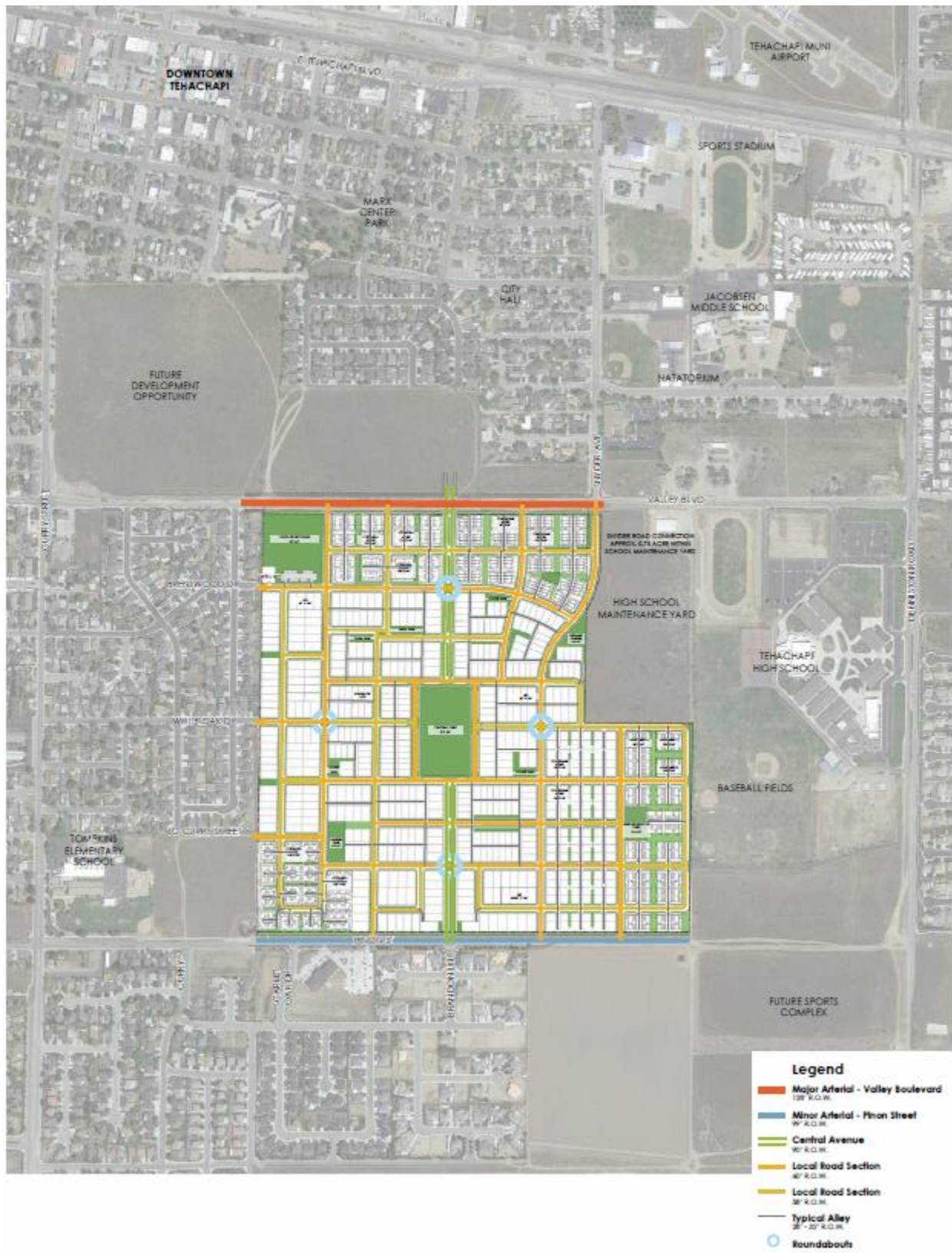
On September 27, 2011 the Company acquired property in accordance with its acquisition agreement with Marks & Kilkenny LLC to acquire real property in Tehachapi, California, USA (the “Property”), as its qualifying transaction under the rules of the TSX Venture Exchange. The purchase price for the Property 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 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.

During the year of 2019, the Company closed the purchase of a 5 acre land parcel (formerly owned by the Government) located adjacent the Company’s current land holdings in Tehachapi, California called The Sage Ranch Project (the “Property Acquisition”). As consideration for the Property Acquisition, the Company transferred a 28 acre parcel of land in Tehachapi, that is not part of the Sage Ranch project. In addition, Captiva issued the vendor an aggregate of 2,000,000 common shares and paid USD \$160,000 in cash

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 July 10, 2019, the Company announced that it sold its 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 arm’s length party.

SELECTED ANNUAL INFORMATION

<i>(table amounts are expressed in CAD dollars)</i>	As at March 31, 2020	As at December 31, 2019
Cash and cash equivalent	3,845	25,865
Deposit and prepaid (current and non-current)	3,780	3,580
Other receivables	11,729	1,053
Marketable securities	2,447,381	3,152,813
Land	931,853	816,820
Power project development and construction	3,414,963	3,109,881
Intangible asset	1,773,375	1,623,500
Smart glass distribution agreement	468,746	709,741
Total assets	9,055,672	9,443,253
Total non-current liabilities	163,137	160,487
Total liabilities	3,726,235	3,830,275

The Company has total assets of \$9.1 million as at March 31, 2020, compared to \$9.4 million as at December 31, 2019. This decrease is mainly attributable to decrease in fair value of marketable securities.

The Company has total liabilities of \$3.7 million in current period which is slightly lower than the liabilities of \$3.8 million as at December 31, 2019. During the year ended December 31, 2019, the Company wrote off \$2.0 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>(table amounts are expressed in CAD dollars)</i>	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Consulting fee	(84,254)	(334,113)
General and administrative	(69,618)	(25,783)
Marketing	(774)	(11,685)
Finance cost	(51,511)	(58,432)
Professional fees	(67,276)	(24,732)
Stock-based payment expense	(58,135)	(63,931)
	(331,568)	(518,676)
Foreign exchange (loss) gain	(120,822)	71,203
Unrealized gain from investments	(745,081)	1,816,875
Gain on settlement of accounts payable	6,810	2,468
Smart glass distribution agreement amortization	(240,994)	(238,346)
Net (loss) income	(1,431,655)	1,133,524
Other comprehensive gain (loss)	403,979	(87,061)
Net loss and comprehensive loss	(1,027,676)	1,046,463
Basic/Diluted (loss) income per share	(0.07)	0.06

The Company had net loss of \$1,431,655 for the period ended March 31, 2020, compared to net income of \$1,133,524 in 2019. The decrease was mainly due to a unrealized loss from investments totaling \$745,081, compared to a gain of \$1,816,875 in 2019.

Other comprehensive income fluctuated over the fiscal years. This was mainly due to the volatility of foreign exchange, which resulted in translation gains or losses on the Company's inter-company receivables.

Consolidated quarterly loss – 8 quarters historic trend

<i>(table amounts are expressed in CAD dollars)</i>	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018
Total revenues	-	-	-	-	-	-	-	-
Income (loss) for the period	(1,431,655)	486,061	2,667,503	(1,056,114)	1,133,524	(1,039,986)	(766,300)	(1,210,869)
Basic/Diluted income (loss) per share	(0.07)	0.04	0.14	(0.05)	0.06	(0.05)	(0.04)	(0.07)
Total assets	9,055,672	9,443,253	9,193,143	9,110,232	10,092,581	8,244,944	8,643,714	8,668,098
Working capital deficit	1,096,363	486,477	1,638,789	3,692,125	3,612,932	4,799,332	4,724,016	4,592,598
Cash dividend declared	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Three months ended March 31, 2020 vs. historical quarters in 2019, 2018

The Company had net loss of \$1,431,655 for the quarter ended March 31, 2020, which is higher than the net incomes and losses in all historical quarters in 2019 and 2018. The increase in loss over all comparative periods, was mainly due to an increase in unrealized loss from investments totaling \$745,081. The higher net income in Q3 and Q1 2019, is due to an increase in unrealized gain from investment of \$1,816,875 in Q1; and a gain of \$1,055,053 on sale of Realblock, and a gain of \$1,997,287 on write-off of accounts payables in Q3, which were not incurred in the comparative periods.

Total assets are fairly consistent from current quarter to Q2 2018.

Working capital deficit is higher than Q4 2019 due to the decrease in value of the marketable securities and lower than the remainder of the comparative quarters due to the write-off of accounts payable in Q3 2019.

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>	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Cash inflows (outflows) from operating activities	(435,746)	(346,410)
Cash inflows from financing activities	453,375	483,594
Cash outflows from investing activities	(39,649)	-
Net cash flows	(22,020)	137,184
Cash balance	3,845	139,879

The Company has a cash balance of \$3,845 as of March 31, 2020. Cash outflow from operating activities was \$435,746, compared to outflow \$346,410 in 2019. The change in outflow was primarily attributable to increased corporate activity during the current period.

Cash inflow from financing activities in the period ended March 31, 2020 was \$453,375. The Company received cash for two private placements of \$680,000 in current period for total gross proceeds and repaid a portion of the outstanding debt.

Cash outflow from investing activities in the period ended March 31, 2020 was \$39,649 as the Company purchased marketable securities.

SHAREHOLDERS' EQUITY

As at December 31, 2019, the Company had unlimited authorized common shares without par value and 21,216,993 common shares issued and outstanding, 1,400,000 share purchase options and 3,636,436 warrants outstanding. As at the date of this report, the Company had unlimited authorized common shares without par value and 22,287,397 common shares issued and outstanding, 1,600,000 share purchase options and 4,069,137 warrants outstanding.

- January 27, 2020, the Company closed a non-brokered private placement issued 611,000 units (the "Units") at a price of \$0.50 per Unit for gross proceeds of \$305,500. Each Unit is comprised of one common share and one share purchase warrant. Each warrant (a "Warrant") entitles the holder to acquire one additional share at a price of \$0.55 until April 21, 2024.
- On March 25, 2020, the Company completed a non-brokered private placement and issued 1,000,000 units (the "Units") at a price of \$0.50 per Unit for gross proceeds of \$500,000. Each Unit is comprised of one (1) common share and one full common share purchase warrant. Each warrant (a "Warrant") entitles the holder to acquire one additional common share in the capital of Greenbriar at a price of \$0.55 per common share until April 21, 2024.
- Subsequent the period ended, On May 1, 2020, the Company closed the non-brokered private placement, issued 1,018,593 units (the "Units") at a price of \$0.645 per Unit for gross proceeds of \$656,992.50. Each Unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant (a "Warrant") entitles the holder to acquire one additional share in the capital of Greenbriar at a price of \$1.00 until April 21, 2024
- On January 28, 2020, the Company issued 100,000 incentive stock option to a consultant of the Company exercisable at \$0.60 per share for a period of 5 years with an 18-month vesting provision.
- Subsequent the period ended, on April 9, 2020, the Company issued 51,811 common shares from the conversion of accrued interest from a convertible debenture.
- Subsequent to period end, on May 21, 2020, the Company issued 200,000 incentive stock option to two consultants of the Company exercisable at \$1.38 per share for a period of 2 years.

The following table discloses the number of options and vested options outstanding as at March 31, 2020 and the date as 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	1.96	275,000	\$0.85	1.96
275,000	1.10	3.20	125,000	1.10	3.20
250,000	1.20	2.64	250,000	1.20	2.64
500,000	1.00	4.40	187,500	1.00	4.36
100,000	0.60	4.83	25,000	0.60	4.83
1,400,000	\$1.00	3.17	1,075,000	\$1.03	2.78

The following table discloses the number of warrants outstanding as at March 31, 2020:

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
55,000	December 11, 2021	\$1.50
268,350	April 15, 2021	\$1.50
62,500	June 12, 2021	\$1.50
1,611,000	April 24, 2024	\$0.55
3,636,436		

The following table discloses the number of finder's options outstanding as at March 31, 2020 and at date of report:

Outstanding Finders Options	Expiry Date	Exercise price
2,450	October 1, 2020	\$1.03
32,927	October 1, 2020	\$1.03
35,377		

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

Outstanding warrants	Expiry Date	Exercise price
202,000	November 25, 2020	\$1.75
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
78,499	June 14, 2020	\$1.50
250,000	October 1, 2020	\$1.50
55,000	December 11, 2020	\$1.50
268,350	April 15, 2021	\$1.50
62,500	Aug 21, 2021	\$1.50
611,000	April 21, 2024	\$0.55
1,000,000	April 21, 2024	\$0.55
25,905	Aug 21, 2021	\$1.50
509,296	April 21, 2024	\$1.00
4,033,760		

The following table discloses the number of options and vested options outstanding as at the date as 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	1.96	275,000	\$0.85	1.96
275,000	1.10	3.20	125,000	1.10	3.20
250,000	1.20	2.64	250,000	1.20	2.64
500,000	1.00	4.40	187,500	1.00	4.36
100,000	0.60	4.83	25,000	0.60	4.83
200,000	1.38	1.99	-	1.38	1.99
1,600,000	\$1.00	3.23	1,075,000	\$1.03	2.78

COMMITMENTS AND CONTINGENCIES

As at March 31, 2020, the Company had the following commitments and contingencies outstanding:

	Within 1 year	Over 1 year	Total
PBJL Share transfer (ii)	709,350	-	709,350
Total	\$ 709,350	\$ -	\$ 709,350

- (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.
- (iii) The Company executed a USD \$195 Million project financing mandate with Voya Investment Management, LLC (“Voya”) for the Company’s Montalva Project. As compensation for entering into this letter, the Company hereby agrees to issue to Voya, on the date on which a trigger event occurs, warrants to purchase 3,500,000 common shares of the Company at a strike price of \$1.00, exercisable at any time within five years from the date hereof. For the purposes of this letter, a “Trigger Event” means the earliest of: (a) issuance of notice to proceed to start construction of the Project, (b) closing of the Loans referred to in the attached Term Sheet, (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 CAD 25 million in Company shares, (f) Company shares 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 board of directors have been appointed by one investor, or (h) PREPA or its successor is rated investment grade by at least one nationally recognized rating agency (“NRSRO”), or (i) PREPA’s Power Purchase and Operating Agreement with the Project, or Project-related obligations, are guaranteed by an entity rated investment grade by a NRSRO. This agreement has been extended to February 15, 2021.

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 March 31, 2020 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 March 31:

	2020	2019
Management fees	\$ 19,786	\$ 8,660
Share-based compensation	58,135	63,931
Total	\$ 77,921	\$ 72,591

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 March 31, 2020, the President of the Company has been paid a total of \$65,260 (December 31, 2019 - \$38,964) under the contract. As at March 31, 2020, included in accounts payable are fees and expenses due to the President of the Company of \$190,656 (December 31, 2019 – \$214,808).

During the period ended March 31, 2020, related party loan interest of US \$12,681 (2019 – US \$11,343) was capitalized to power project development and construction costs.

During the period ended March 31, 2020, the Company paid \$nil (December 31, 2019 – \$9,123) to a Director of the Company related to rent.

In addition, Captiva acquired the 50% interest in the development land from the Company. On October 9, 2018, Captiva closed the acquisition agreement with Greenbriar Capital (U.S.) LLC to purchase a 50% undivided interest in approximately 132 acres of real property located in the City of Tehachapi, California, USA. The acquisition represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of the Company. As consideration for the Acquisition, Captiva issued 10,687,500 common shares to the Company and a \$112,500 one-year interest free loan, which was immediately settled in cash upon closing.

As at March 31, 2020, the Company had a loan of \$217,279 (December 31, 2019- \$168,701) payable to Captiva. The loans is non-interest bearing and is repayable upon demand. The loans is non-interest bearing and is repayable upon demand. Subsequent to period end this loan has been repaid.

As at March 31, 2020, the Company had \$9,198 (December 31, 2019 - \$9,123) in accounts payable to related parties.

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, 2020		December 31, 2019	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
Financial assets				
<i>Fair value through profit and loss ("FVTPL")</i>				
Cash	3,845	3,845	25,865	25,865
Marketable securities	2,447,381	2,447,381	3,152,813	3,152,813
<i>Amortized cost</i>				
Other receivables	11,729	11,729	1,053	1,053
Financial liabilities				
<i>Other financial liabilities</i>				
Accounts payable and accrued liabilities	2,049,525	2,049,525	2,196,586	2,196,586
Convertible debenture	458,349	458,349	449,399	449,399
Loan payable	1,218,361	1,218,361	1,184,290	1,184,290

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, 2020 and December 31, 2019.

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	\$ 2,049,525	\$ -	\$ 2,049,525
Loan payables	1,218,361	-	1,218,361
Convertible debt	295,212	163,137	458,349
Total	\$ 3,563,098	\$ 163,137	\$ 3,726,235

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, 2020 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	\$ 3,768	\$ 77	\$ 3,845
Other receivables	11,729	-	11,729
Marketable securities	2,447,381	-	2,447,381
	2,462,878	77	2,462,955
Financial liabilities			
Accounts payable and accrued liabilities	(710,279)	(1,339,246)	(2,049,525)
Convertible debentures	(458,349)	-	(458,349)
Loan payable	(60,000)	(1,158,361)	(1,218,361)
Net financial liabilities	\$ 605,283	\$ (1,868,563)	\$ (1,263,280)

The Company's financial assets and liabilities as at December 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	\$ 25,159	\$ 706	\$ 25,865
Other receivables	1,053	-	1,053
Marketable securities	3,152,813	-	3,152,813
	3,179,025	706	3,179,731
Financial liabilities			
Accounts payable and accrued liabilities	(591,027)	(1,605,559)	(2,196,586)
Convertible debentures	(449,399)	-	(449,399)
Loan payable	(166,577)	(1,017,713)	(1,184,290)
Net financial liabilities	\$ 1,972,022	\$ (2,622,566)	\$ (650,544)

The Company's reported results will be affected by changes in the US dollar to Canadian dollar exchange rate. As of March 31, 2020, a 10% appreciation of the Canadian dollar relative to the US dollar would have decreased net financial liabilities by approximately \$180,598 (December 31, 2019 - \$262,257). 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 March 31, 2020, 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 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

Gain on settlement of accounts payable

During fiscal 2019, management performed an in-depth analysis of accounts payable and determined that \$1,997,287 related to stale payables for entities that are no longer in existence, projects that have been wound up or periods greater than the statute of limitations. Management has taken the position that these payables are not collectible by the third parties and therefore not a liability of the Company. This amount is included in the gain on settlement of accounts payable in the statement of profit and loss.

Sales of Realblock

During fiscal 2019, the Company sold its blockchain software for consideration including 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. Management has determined that the cancelled common shares will be calculated at fair value at time of cancellation with the difference between fair value and the original issue price being recorded in deficit.

Internal controls and procedures

During the period ended March 31, 2020, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer, President and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's annual financial statements for the year ended December 31, 2019 (together the "Annual Filings"). The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at <http://www.sedar.com>.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

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.