RE ROYALTIES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2020

TABLE OF CONTENTS

Cautionary Note to Investors Concerning Forward-looking Statements

This discussion includes certain statements that may be deemed "forward-looking information" or "forward-looking statements" within the meaning of Canadian and United States securities law. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions of future events or performance (often, but not always, using words or phrases including, but not limited to, "expects", "does not expect", "is expected", "anticipates", "does not anticipate", "plans", "estimates", "believes", "does not believe" or "intends", or stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking information". This information represents predictions, and actual events or results may differ materially.

Forward-looking information may relate to the Company's future outlook and anticipated events or results and may include statements regarding the Company's financial results, future financial position, expected growth of cash flows, business strategy, budgets, projected costs, projected capital expenditures, taxes, plans, objectives, industry trends and growth opportunities. Forward-looking information contained in this discussion is based on certain assumptions regarding expected growth, results of operations, performance, industry trends and growth opportunities.

While management considers these assumptions to be reasonable, based on information available, they may prove to be incorrect. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving the renewable energy industry; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the renewable energy industry generally; income tax and regulatory matters; the ability of the Company to implement its business strategies including expansion plans; competition; currency and interest rate fluctuations; and the other risks discussed under the heading "Risk Factors" in this MD&A. The foregoing factors are not intended to be exhaustive.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date hereof and the Company and its directors, officers and employees disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on forward-looking statements due to the inherent uncertainty therein. All forward-looking information is expressly qualified in its entirety by this cautionary statement. Forward-looking information and other information contained herein concerning management's general expectations concerning the renewable energy industry are based on estimates prepared by management using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which management believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While management is not aware of any misstatements regarding any industry data or comparables presented herein, industry data and comparables are subject to change based on various factors. The Company has not independently verified any of this data from independent third party sources.

Any forward-looking statements contained in this discussion are made as of the date hereof and the Company does not undertake to update or revise them, except as may be required by applicable securities law.

1.1 DATE

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements of RE Royalties Ltd. ("RER" or the "Company") for the three months ended March 31, 2020 (the "Financial Statements") and the audited consolidated financial statements of the Company for the year ended December 31, 2019 and related MD&A (the "2019-Annual MD&A") as publicly filed on SEDAR at www.sedar.com.

The Company reports in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The following disclosure and associated Financial Statements are presented in accordance with IFRS. All monetary amounts herein are expressed in Canadian Dollars ("CAD"), unless stated otherwise.

This MD&A is prepared as of May 28, 2020.

1.2 OVERVIEW

Description of Business

RE Royalties Ltd., formerly Baetis Ventures Ltd., is a public company whose common shares are listed on the TSX Venture Exchange ("TSXV"), under the trading symbol "RE". The Company was incorporated on November 2, 2016 under the laws of the Province of British Columbia, Canada. The address of the Company's corporate office is 15th Floor, 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

The Company acquires revenue-based royalties from renewable energy generation facilities by providing a non-dilutive royalty financing solution to privately held and publicly traded renewable energy generation and development companies. The Company's business objectives are to acquire a portfolio of long-term, stable, and diversified royalty streams from renewable energy generation facilities and to provide shareholders with capital appreciation and a growing, sustainable, long-term cash distribution.

Management has identified an underserviced segment in the renewable energy capital markets that lies between traditional debt and equity financing. For many small to medium-sized renewable energy companies ("SMREs"), a revenue-based royalty financing has many advantages with respect to flexibility, cost and contractual terms.

Traditional royalty-based financing has been used extensively in the North American natural resource, consumer service, industrial manufacturing, health-care, music and food sectors. Management believes that there is significant demand among SMREs for non-dilutive royalty based financing solutions due to a lack of innovation in the financing for renewable energy projects.

The Company's long-term objectives will be achieved by:

- Acquiring long-term renewable energy royalty streams backed by power purchase agreements or similar revenue programs from credit worthy utilities and/or facilities which operate in strong merchant markets with stable power pricing;
- Reinvesting capital to acquire new royalties and to grow royalty income and interest;
- Utilizing debt financing and/or co-investment structures to acquire additional royalties in order to enhance financial returns for shareholders; and
- Maintaining a low operating cost structure.

1.2.1 RENEWABLE ENERGY ROYALTY INVESTMENT UPDATE

The Company currently owns a portfolio of 75 royalties (63 as at December 31, 2019) on solar, wind and hydro projects operating in Canada, Europe and the United States. A summary of the Company's portfolio is as follows:

Client	Location	# of Royalties	Remaining Avg. Royalty Life (Years)	Royalty as % of Revenue	Energy Type	Status	Generating Capacity	Original Investment (C$ million)
Aeolis Wind	British Columbia, Canada	1	17	1%	Wind	Operational	102 MW	$ 1.24
OntarioCo	Ontario, Canada	49	18	1%	Solar	Operational	16 MW	$ 5.0
Fresh Air Energy	Ontario, Canada	4	15	1%	Solar	Operational	40 MW	$ 1.87
Scotian Windfields	Nova Scotia, Canada	12	16	8%	Wind	Operational	40 MW	$ 4.64
Alpin Sun	Texas, USA	2	20	2%	Solar	Development	152 MW	$ 1.3
Belltown Power	Texas, USA	1	20	1%	Solar	Construction	78 MW	$ 3.64
Jade Power	Romania	6	17	1%	Solar, Wind, Hydro	Operational	39 MW	$ 3.8

Impact of COVID-19

In the first quarter of 2020, a public health emergency was declared globally as a result of a new strain of coronavirus called COVID-19 ("COVID-19"). COVID-19 has resulted in many countries and governments issuing "stay at home" orders which has restricted public gatherings, limited the ability of is residents to travel locally, regionally and internationally, and also the closure of various businesses.

To date, COVID-19 has not materially impacted the Company's current portfolio of royalties. The renewable energy generation facilities that are operated by our clients, which underpin the royalty revenues received by the Company, continue to perform as expected, with minimal disruptions.

New Royalty Investment Transactions Completed After January 1, 2020

A. Royalties on 40 MW Operational Wind Projects in Nova Scotia

On February 6, 2020, the Company announced that it had acquired a portfolio of 12 gross revenue royalties on 12 operational wind energy generation projects in Nova Scotia, Canada ("Nova Scotia Wind Projects") from Scotian Windfields Inc. ("Scotian Windfields") for $1.34 million. The Company also provided an interest-bearing senior secured loan to Scotian Windfields of $3.3 million dollars with a term of 3 years.

The Nova Scotia Wind Projects were developed from 2013 to 2017 and have been operating for between 3 and 6 years. The Nova Scotia Wind Projects have a generating capacity of 39.7 megawatts (MW) and have 20-year power purchase agreements with fixed electricity purchase prices from Nova Scotia Power Incorporated ("NSPI"). The Nova Scotia Wind Projects generate approximately 132,000 megawatt hours (MWh) of clean energy per year.

Royalty Investment Transactions Completed in Prior years – Updates

For detailed description of each royalty investment transaction completed prior to January 1, 2020, refer to the 2019-Annual MD&A as publicly filed on SEDAR at www.sedar.com. Below is a summary of the current status of such investments as of the date of this MD&A.

A. Royalties on 40 MW Operational Solar Parks in Southern Ontario

In June 2019, the Company acquired from Fresh Air Energy Inc. a portfolio of gross revenue royalties on four separate operational solar parks in Ontario, Canada ("Ontario Solar Projects"), owned and operated by Northland Power Inc.

The Ontario Solar Projects continue to generate revenue as forecast.

B. Royalties on 49 Roof Top Solar Projects in Ontario

In May 2019, the Company entered into a loan and royalty transaction with a private group of companies in Ontario ("OntarioCo") on 49 roof-top solar projects ("Solar Project Portfolio").

In May 2020, the secured loan agreement between the Company and OntarioCo was extended for one month to June 15, 2020 and the interest rate was increased from 5% per annum to 10% per annum for the extended one month term.

C. Alpin Sun GmbH

Since the date of the 2019-Annual MD&A, there has been no material change in the business of RER US 1 LLC ("RER US"), an affiliate of the Company established in December 2018 to entered into an equity purchase transaction with Alpin Sun GmbH ("Alpin Sun"), whereby RER US acquired a 50% interest in a portfolio of certain advanced stage development solar projects ("Texas Projects") in Texas.

Of the four Texas Projects, two projects were sold in December 2018 for an aggregate price, attributable to RER US interest, of US$6 million; of which US$1.4 million (cash) was received by RER US in aggregate down payments and the remainder of US$4.6 million was receivable in tranches, subject to completion of certain milestones leading up to commercial production by the projects. As of the date of this MD&A, the project milestones were delayed and the Company had not received any of the unpaid consideration.

The remaining two Texas Projects await the release of interconnection studies from the local interconnection authority that represents a key milestone before these projects can advance to the construction stage.

D. Belltown Power Texas

The Company owns a 1% gross revenue royalty interest in the 78 MW Rippey solar project ("Rippey Project") located in Texas. The royalty interest in the Rippey Project was received by the Company as a consideration for a loan of US$2.8 million provided to Belltown Power Texas, LLC ("Belltown") in December 2018; the loan was fully repaid in March 2019. In April 2020, Belltown announced that it had completed a transaction with an investment partner and commenced construction on the Rippey Project.

E. Aeolis Wind

The Company has a secured loan (the "Aeolis Loan") receivable from Aeolis Wind Power Corporation ("Aeolis") that is subject to fixed annual payments of $100,000, to be increased annually by an amount equal to 50% of the British Columbia Consumer Price Index. The term of the Aeolis Loan expires on July 31, 2035.

The Aeolis Loan is secured against a gross revenue royalty interest owned by Aeolis on the 102 MW Bear Mountain Wind Park near Dawson Creek, British Columbia, Canada, that continues to generate revenue under its long term PPA.

F. Jade Power Trust (formerly Blockchain Power Trust)

In January 2017, the Company provided Jade Power Trust ("Jade Power"; formerly Blockchain Power Trust) a three-year, non-revolving secured loan (the "Jade Power Loan") and received a twenty-year 1.14% gross revenue royalty (the "Jade Power Royalty") on certain of Jade Power's renewable energy generation assets.

Pursuant to the original terms of the Jade Power Loan, effective January 2020, Jade Power exercised its option to extend the Jade Power Loan for the fourth year.

1.2.2 DISCLOSURE OF ENVIRONMENTAL AND SOCIAL DATA

The Company's vision is to provide capital to an underserved section of the renewable energy market and enable significant GHG emissions reductions. With climate change a pressing issue globally, the Company has become an important source of capital for the low carbon energy transformation. In addition, the Company has a positive impact on the local community in which it operates, through local hiring, charitable programs and other events.

A. Environmental Impact Summary

The following table summarizes the positive environmental impact generated by the Company's royalty portfolio, including clean energy capacity, average annual generation, and average annual carbon emissions reduction for the associated projects.

Client	Location	Projects	Energy Type	Clean Generating Capacity (MW)	Annual Clean Generation (MWh)	Annual GHG Offset (tCO_2e).[1,2,3]	Annual Homes Powered[4,5,67,8]
Operational							
Aeolis Wind	British Columbia, Canada	1	Wind	102	193,000	2,490	17,870
OntarioCo	Ontario, Canada	49	Solar	16	17,500	700	1,944
Fresh Air Energy	Ontario, Canada	4	Solar	40	59,413	2,377	6,601
Scotian Windfields	Nova Scotia, Canada	12	Wind	40	131,700	79,020	12,064
Jade Power	Romania	6	Solar, Wind, Hydro	39	73,231	29,366	44,680
Operational Subtotal		***72***		***236***	***474,844***	***113,952***	***83,160***
Development Stage							
Alpin Sun	Texas, USA	2	Solar	152	320,000	142,720	22,831
Belltown Power	Texas, USA	1	Solar	78	145,000	64,670	10,345
Development Subtotal		***3***		***230***	***465,000***	***207,390***	***33,176***
PORTFOLIO TOTAL		**75**		**466**	**939,844**	**321,342**	**116,377**

Equivalents:

116,377	69,424	109,300	5,313,458
homes powered with clean energy	passenger vehicles[9]	tonnes of waste recycled instead of landfilled[9]	trees planted[9]

[1] Canada: National Energy Board 2017
[2] Romania: Carbon Footprint Electricity GHG Emission Factors, Association Issuing Bodies
[3] USA: EPA eGRID Emissions & Generation Resource Information Database
[4] British Columbia: BC Hydro
[5] Ontario: Ontario Energy Board EB-2016-0153
[6] Nova Scotia: Statistics Canada, 2015
[7] Romania: Odysee-Muree Project, EU.
[8] Texas: Electricity Local. https://www.electricitylocal.com/states/texas/#ref
[9] US EPA GHG Equivalents https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator

Environmental Risks

Specific environmental factor risks are discussed in the "Risk Factors" section of the 2019-Annual MD&A, within the following categories:

- *General Risks Involved in the Operations of a Power Generation Facility*
- *Natural Disasters and Other Catastrophic Events*
- *Environmental Laws and Regulations*
- *Changes in Supply of Water, Levels of Winds, Irradiation and Other Natural Variables*
- *Health, Safety and Environmental Risks*

B. Social Summary

Giving back, in the form of volunteering, donating to charitable causes, or attending community-led charitable events, is an integral part of the culture at RE Royalties. All permanent staff, including senior management, were hired from the local region and local universities.

We believe in using our strong business model to support organizations with a cause that resonates with our values. In the first quarter of 2020, the Company donated $25,000 to Vancouver General Hospital. The funds were utilized to advance the delivery of health services for the hospital.

Gender Diversity

Board of Directors:	The Company has one (1) female board member of 7 (14%)
Employee:	The Company has three (3) full-time employees, and two (2) part-time employees, of which one (1) is female (20%)

Social Risks

Specific social factor risks are discussed in the "Risk Factors" section of the 2019-Annual MD&A, within the following categories:

- *Local Public Opposition*
- *Negative Public or Community Response*
- *Health, Safety and Environmental Risks*

1.2.3 FINANCING

In February 2020, the Company issued a series of unsecured convertible notes ("2020-Notes") to certain arm's-length parties for aggregate gross proceeds of $1.6 million. The 2020-Notes have a term of 36 months and accrue interest at 8% per annum, compounded annually but payable at maturity. The 2020- Notes shall be convertible, at the holders' sole discretion, into common shares of the Company at a conversion price of $1.00 per share. Without the prior written consent of the lenders, the Company will not incur indebtedness that would result in its debt to equity ratio to exceed 1:1.

1.2.4 DISTRIBUTION TO SHAREHOLDERS

During the current year, to the date of this MD&A, the Company had declared the following cash distributions to its shareholders:

For the quarter ended	Declaration date	Record date	Payment date	Amount per share	Amount Total
December 31, 2019	January 8, 2020	January 29, 2020	February 19, 2020	$ 0.01	$ 321,714
March 31, 2020	April 8, 2020	April 29, 2020	May 20, 2020	0.01	321,714
Total				$ 0.02	$ 643,428

During the year ended December 31, 2019, the Company declared the following cash distributions to its shareholders:

For the quarter ended	Declaration date	Record date	Payment date	Amount per share	Amount Total
March 31, 2019[(i)]	March 15, 2019	April 3, 2019	May 1, 2019	$ 0.01	$ 321,714
June 30, 2019	June 25, 2019	July 17, 2019	August 7, 2019	0.01	321,714
September 30, 2019	September 27, 2019	October 16, 2019	November 6, 2019	0.01	321,714
Total				$ 0.03	$ 965,142

(i) The distribution for the quarter ended March 31, 2019 was designated by the Company to be a return of capital for the purpose of the Income Tax Act (Canada) and any similar provincial or territorial legislation.

The Company's decision to pay distributions will be reviewed from time to time by the Board in the context of the Company's earnings, financial condition and other relevant factors.

1.3 SELECTED ANNUAL INFORMATION

Not required.

1.4 SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's accompanying Financial Statements which have been prepared in accordance with IFRS as issued by the IASB effective for the respective reporting years of the Company and are expressed in Canadian dollars, except for the weight average number of shares.

	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018
Revenue and income								
Royalty revenue	$ 133,000	$ 82,000	$ 142,000	$ 118,000	$ 26,000	$ 21,000	$ 22,000	$ 26,000
Royalty buyout	–	–	–	–	–	409,000	–	–
Finance income	311,000	255,000	268,000	233,000	256,000	192,000	111,000	109,000
Total	$ 444,000	$ 337,000	$ 410,000	$ 351,000	$ 282,000	$ 622,000	$ 133,000	$ 135,000
Net income (loss)	$ 53,000	$(209,000)	$ 85,000	$ (165,000)	$ (123,000)	$(2,370,000)	$(350,000)	$(357,000)
Net income (loss) per share	$ 0.00	$ (0.01)	$ 0.00	$ (0.00)	$ (0.00)	$ (0.08)	$ (0.02)	$ (0.02)
Weight average number of shares	32,171,389	32,171,389	32,171,389	32,171,389	32,115,856	28,916,815	15,810,931	15,716,422

For the fiscal quarters presented above, the Company's revenue primarily comprises of royalty revenues and interest income on secured loans, which has seen an increasing trend each quarter due to the acquisition of revenue-based royalties from renewable energy generation facilities.

The Company's earns royalty revenue from several renewable power generation sources, which exhibit seasonal behaviors individually but tend to counterbalance each other in a well-diversified portfolio. For instance, wind power generation is stronger in winter than in summer. The opposite is true for solar power generation. Similarly, within a given renewable power generation source, geographical diversification across the Northern and Southern Hemispheres reduces overall seasonality. Currently, the Company's royalty interests are held in renewable assets located in the Northern Hemisphere only.

During the quarter ended June 30, 2019, the Company acquired additional royalty interests in several solar power generating assets located in Ontario, Canada; accordingly the Company's royalty revenue increased during the quarter ended September 30, 2019 and decreased during the quarter ended December 31, 2019 due to seasonality in solar power generation. This seasonality was partially counterbalanced in the first quarter of 2020 as a result of the acquisitions of royalty interests in Nova Scotia Wind Projects.

During the quarter ended December 31, 2018, the Company's total revenue was higher compared to other quarters presented because of a royalty buyout from the Alpin Sun royalty investment transaction.

During the five fiscal quarters to March 31, 2020, the Company was focused on acquiring revenue generating assets and by January 2020 it had deployed substantially all of its available capital. At March 31, 2020, the Company had current assets of approximately $10.5 million, which mainly represented the aggregate amount of secured loans receivable with near-term maturity (12 months or less from the reporting date) and, upon repayment thereof, this capital will be available to the Company for extending new loans and acquisition of additional royalty interests.

The Company recorded net income in two of the five fiscal quarters to March 31, 2020. Net loss of $209,000 during the quarter ended December 31, 2019 was attributable mainly to the following: a) a decrease in royalty revenue as a result of seasonal variations as discussed above; and b) foreign exchange translation loss in relation to the Company's US Dollar denominated cash balance.

During the fiscal year 2018, the Company's objectives was to raise equity financing and to obtain a public listing of its common shares. During the quarter ended December 31, 2018, the Company reported a loss $2,370,000 which primarily comprised of the following items: a) listing expenses of $1,661,000, which includes non-cash expenses of $1,441,000 – mainly the deemed issuance of equity under the accounting for the reverse takeover; and b) non-recurring consulting fees.

1.5 RESULTS OF OPERATIONS

REVENUE AND INCOME

	For the three months ended March 31,			
	2020	2019	Change ($)	Change (%)
Revenue from royalty interests	$ 132,766	$ 26,106	$ 106,660	409%
Finance income	310,720	256,046	54,674	21%
Total	$ 443,486	$ 282,152	$ 161,334	57%
Gain on revaluation of Aeolis Loan	$ 70,462	$ 39,555	$ 30,907	78%

The Company's revenue and income increased in the quarter ended March 31, 2020 (the "Current Quarter") because of the acquisition of additional royalty interests as discussed in *Section 1.2.1*. The increase in gain on revaluation of Aeolis Loan was due to a decrease in the benchmark rates in March 2020.

OPERATING EXPENSES

	For the three months ended March 31,			
	2020	2019	Change ($)	Change (%)
Wages and benefits	$ 130,554	$ 99,829	$ 30,725	31%
Consulting	75,672	–	75,672	–
Administration	71,794	57,075	14,719	26%
Marketing and stakeholder communication	51,265	40,703	10,562	26%
Donation	25,000	–	25,000	–
Rent and information technology	19,260	14,175	5,085	36%
Regulatory	11,044	16,594	(5,550)	(33%)
Cost recoveries	–	(18,398)	18,398	(100%)
Total	$ 384,589	$ 209,978	$ 174,611	83%

The above-mentioned changes in the Company's operating expenses are summarized below:

- The Company initiated director fees in March 2019; accordingly wages and benefits were lower during the quarter ended March 31, 2019.
- Consulting expenses during the Current Quarter related to certain consulting engagements with third-party consultants to assist in the Company's financing activities.
- Higher administration expenses the Current Quarter were due to additional support and paralegal services required to support the regulatory compliance in relation to the Company's financing activities and due to the timing of its annual general meeting.
- Higher marketing expenses during the Current Quarter were due to the Company engaging a communications firm and certain consultants to assist with the Company's shareholder outreach and market making programs.
- During the Current Quarter, the Company donated $25,000 to VGH & UBC Hospital Foundation.
- Regulatory costs incurred relate to the Company's listing on the TSX Venture exchange.
- Cost recoveries related to the Company's management of the activities of an affiliate, RER US 1 LLC.

OTHER NON-CASH EXPENSES AND FOREIGN EXCHANGE DIFFERENCES

	For the three months ended March 31,			
	2020	2019	Change ($)	Change (%)
Amortization and depletion	$ 70,164	$ 63,743	$ 6,421	10%
Foreign exchange (gain) loss	(37,035)	89,749	(126,784)	(141%)
Equity-settled share-based payments	4,885	54,146	(49,261)	(91%)
Total	$ 38,014	$ 207,638	$ (169,624)	(82%)

The changes in the Company's non-cash expenses as presented above are summarized below:

- The increase in the amortization and depletion expense was due to increase in Company's investment in secured loans and royalty interests.
- Foreign exchange (gain) loss relates mainly to USD-denominated cash balance held by the Company and to changes in the exchange rates.
- Compared to the prior period, equity settled share payments decreased as fewer number of unvested share purchase options were outstanding during the current year.

1.6 LIQUIDITY

At March 31, 2020, the Company had cash and cash equivalents of $894,000 (December 31, 2019 – $4,048,000) and working capital of $9,874,000 (December 31, 2019 – $9,538,000), which was mainly comprised of the aggregate amount of secured loans receivable with near-term maturity (12 months or less from the reporting date).

During the three months ended March 31, 2020, cash generated from the Company's operating activities was $268,000, compared to $299,000 cash used in operating activities during the same period last year. During the three months ended March 31, 2020, the Company also raised $1,525,000 from issuance of the 2020-Notes.

1.7 CAPITAL RESOURCES

The Company has no lines of credit or other sources of financing which have been arranged but not yet utilized.

Further advancement of the Company's business strategies and operations will require additional funding. The Company intends to pursue additional funding either through one or a combination of the following:

- Issuance of additional equity from treasury;
- Issuance of debt such as green bonds or convertible notes;
- Debt facilities from financial institutions; and/or
- Establishment of co-investment structures or funds, whereby the Company receives a portion of the royalties generated from the co-investment structures or funds.

Although management has a reasonable expectation that it can continue to raise funds, there can be no assurance to that effect.

The Company has no material capital lease obligations or "Purchase Obligations" defined as any agreements to purchase goods or services that is enforceable and legally binding on the Company that specifies all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and, the approximate timing of the transaction.

1.8 OFF-BALANCE SHEET ARRANGEMENTS

None.

1.9 TRANSACTIONS WITH RELATED PARTIES

This disclosure can be found in the accompanying Financial Statements of the Company.

1.10 FOURTH QUARTER

Not applicable.

1.11 PROPOSED TRANSACTIONS

Except as discussed in this MD&A, there are no proposed transactions requiring disclosure under this section.

1.12 CRITICAL ACCOUNTING ESTIMATES

This disclosure can be found in the accompanying Financial Statements of the Company.

1.13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

This disclosure can be found in the accompanying Financial Statements of the Company.

1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

This disclosure can be found in the accompanying Financial Statements of the Company.

1.15 ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Not applicable.

1.16 DISCLOSURE OF OUTSTANDING SHARE DATA

The following table details the share capital structure as of the date of this MD&A:

	Number
Common shares	32,171,389
Share-purchase options	1,360,000
Share-purchase warrants	518,109
Shares to be issued upon conversion of convertible notes	2,137,176

1.17 INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS

Internal Controls over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the appropriate time periods and that required information is accumulated and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

1.18 RISK FACTORS

The required disclosure is provided in the "Risk Factors" section of the 2019-Annual MD&A as publicly filed on SEDAR at www.sedar.com.