MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PLAINTREE SYSTEMS INC.

For the three months ended June 30, 2015 and 2014

Date – August 26, 2015

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintree Systems Inc ("Plaintree" or the "Company") and approved by the Board of Directors of Plaintree. The Board of Directors carries out its responsibilities for the financial statements and management's discussion and analysis principally through the Audit Committee, which is comprised exclusively of independent directors.

The following discussion of the financial condition, changes in financial condition and results of operations of Plaintree is for the three months ended June 30, 2015 and 2014. Historical results of operations, percentage relationships and any trends that may be inferred there from are not necessarily indicative of the operating results of any future periods. Unless otherwise stated all amounts are in Canadian dollars following the requirements of the International Financial Reporting Standards ("IFRS).The information contained herein is dated as of August 26, 2015 and is current to that date, unless otherwise stated. Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. Our Audit Committee and Board of Directors provide an oversight role with respect to all public financial disclosures by the Company, and have reviewed this MD&A and the accompanying financial statements.

W. David Watson II, President and Chief Executive Officer, and Lynn E. Saunders, Chief Financial Officer, in accordance with National Instrument 52-109 ("NI52-109"), have both certified that they have reviewed the interim financial statements and this MD&A ("the interim Filings") and that, based on their knowledge having exercised reasonable diligence, (a) the interim Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the interim filings; and (b) the interim financial statements together with the other financial information included in the interim Filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the dates and for the periods presented in the interim Filings.

Investors should be aware that the inherent limitations on the ability of certifying officers of a venture issuer to design and implement, on a cost effective basis, Disclosure Controls and Procedures and Internal Controls over Financial Reporting 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.

Caution Regarding Forward Looking Information

This MD&A of the Company contains certain statements that, to the extent not based on historical events, are forward-looking statements based on certain assumptions and reflect Plaintree's current expectations. Forward-looking statements include, without limitation, statements evaluating market and general economic conditions, and statements regarding growth strategy and future-oriented project revenue, costs and expenditures. Actual results could differ materially from those projected and should not be relied upon as a prediction of future events. A variety of inherent risks, uncertainties and factors, many of which are beyond Plaintree's control, affect the operations, performance and results of Plaintree and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these *risks, uncertainties and factors include the impact or unanticipated impact of: companies evaluating Plaintree's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the jurisdictions where Plaintree operates; change in tax laws; political conditions and developments; intensifying competition from established competitors and new entrants in the industry; technological change; currency value fluctuation; general economic conditions worldwide, including in China; Plaintree's success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels. This list is not exhaustive of the factors that may affect any of Plaintree's forward-looking statements. Plaintree undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise. Readers are cautioned not to put undue reliance on forward-looking statements. Readers should also carefully review the risks concerning the business of the Company and the industries in which it operates generally described in the documents filed from time to time with Canadian securities regulatory authorities.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Plaintree Systems Inc. ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the CSE under "NPT". The Company operates an Electronics division (the Hypernetics business, the free space optics business and Summit Aerospace USA Inc business) and a Specialty Structures division (the Triodetic business, Arnprior Fire Trucks Corp. and Spotton Corp.). Plaintree was historically a designer and manufacturer of wireless connections transmitting data on beams of light versus conventional radio frequency, commonly referred to as free space optics ("FSO"). The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings. Summit, a wholly-owned subsidiary of Plaintree specializes in the high end machining of super-alloys for the aircraft and helicopter markets. On April 1, 2014 Plaintree acquired all the share capital of Spotton Corporation ("Spotton"). Spotton's business involves the design and manufacture of high end custom hydraulic and pneumatic valves and cylinders for the industrial and oil and gas markets. The address of the Company's registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario.

Recent Developments

On July 20, 2015, the Corporation, through a wholly-owned subsidiary, acquired the assets and businesses of Madawaska Doors Inc., including a building located in Barry's Bay, Ontario, for a total purchase price of $280,000. The business of Madawaska Doors Inc. involves the manufacturing and selling of high quality, 100% natural solid wood custom doors and related parts and material. The Corporation intends to carry on the business of Madawaska Doors Inc. through its wholly-owned subsidiary.

On December 31, 2014 Targa forgave loans to Plaintree in the amount of $2,099,825 and accumulated interest of $88,903 for a total of $2,188,728. This was recorded during the fiscal 2015 year as other income in the amount of $97,600 and contributed surplus in the amount of $2,090,750.

The Company's common shares are quoted on the CSE under symbol "NPT" in Canada.

Control Activities

For all changes to policies and procedures that have been identified, the effectiveness of internal controls over financial reporting and disclosure controls and procedures has been assessed and any required changes have been implemented.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Selected Annual Financial Information

The Company's consolidated financial statements are stated in Canadian dollars and are prepared in accordance with IFRS. The following table sets forth selected financial information from the Company's interim financial statements:

($000s, except per share amounts)

	June 30, 2015	March 31, 2015
	$	**$**
Total assets	**13,341**	**14,593**
Total liabilities	**11,715**	**12,809**
Long-term liabilities	**6,547**	**6,590**
Cash dividends declared per share	**nil**	**nil**

Results of Operations

($000s, except per share amounts)

	For the three months ended June 30, 2015	For the three months ended June 30, 2014
	$	$
Revenue	**3,760**	4,669
Net (loss) income and total comprehensive (loss) income	**(157)**	(526)
Net loss attributed to common shareholders	**(524)**	(893)
Basic and diluted loss per share	**(0.04)**	(0.07)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

	Plaintree Systems Inc.		
	($000s, except per share and % amounts) for the three months ended		Change from
	June 30, 2015	**June 30, 2014**	**2014 to 2015**
	$	$	$
Revenue	**3,760**	4,669	(909)
Cost of sales	**2,987**	4,161	1,174
Gross margin	**773**	508	265
	20%	11%	
Operating expenses:			
Research and development	**330**	350	(20)
Finance and administration	**258**	324	(66)
Sales and marketing	**255**	245	10
Interest expense	**99**	115	(16)
Loss (gain) on foreign exchange	**(12)**	-	(12)
	930	1,034	(104)
Net (loss) and comprehensive (loss)	**(157)**	(526)	369

Business segment information

The Company's chief decision maker, the CEO, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products, and the specialty structural products.

Revenues by division

	June 30, 2015	June 30, 2014
	$	$
Electronics	**1,702,872**	1,395,463
Specialty structures	**2,057,453**	3,273,148
	3,760,325	4,668,611

Net income (loss) before taxes by division

	June 30, 2015	June 30, 2014
	$	$
Electronics	**236,560**	(157,410)
Specialty structures	**(394,054)**	(368,802)
	(157,494)	(526,212)

Revenues by geographical location

	June 30, 2015	June 30, 2014
	$	$
Canada	**1,771,159**	2,608,446
United states	**1,917,329**	1,568,480
Peru	**27,391**	435,088
Other	**44,446**	56,597
	3,760,325	4,668,611

Product revenue concentration (customers with revenues in excess of 10%)

	June 30, 2015	June 30, 2014
Number of customers	**2**	2
% of total revenue	**11%, 13%**	11%, 34%

Revenues

Revenue

Total product revenue for the three months ended June 30, 2015 was $3,760,325 compared to $4,668,611 for the three months ended June 30, 2014.

Plaintree has two diversified business divisions: Specialty Structures and Electronics.

Plaintree's Electronics Division revenue increased to $1,702,872 in the three months ended June 30, 2015 compared to $1,395,463 for the three months ended June 30, 2014.

Plaintree's Specialty Structures Division revenue decreased to $2,057,453 in the three months ended June 30, 2015 from $3,273,148 for the three months ended June 30, 2014.

Gross Margin

Total gross margin increased in the first three months of fiscal 2015 to 20% from 11% for the first three months of fiscal 2015.

Operating Expenses

Research and development expenses

Research and development expenses were $329,853 and $350,311 in the first quarter of fiscal 2016 and 2015 respectively. Research and development expenditures consist primarily of development engineering and personnel expenses.

Research and development expenses are expected to remain at comparable levels throughout fiscal 2016.

Finance and administration expenses

Finance and administration expenses were $258,390 and $324,372 in the first quarter of fiscals 2016 and 2015 respectively. Finance and administration expenses consist primarily of costs associated with managing the Company's finances, which included financial staff, legal and audit activities. Amortization of intangibles related to the business of Summit Aerospace is the primary reason for the increase in finance and administration expenses.

Finance and administration expenses are expected to remain at comparable levels throughout fiscal 2016.

Sales and marketing expenses

Sales and marketing expenses were $254,942 and $245,088 in first quarter of fiscals 2016 and 2015 respectively. These expenses consisted primarily of personnel and related costs associated with the Company's sales and marketing departments, which include sales commissions, advertising, travel, trade shows and other promotional activities.

Sales and marketing expenses are expected to remain at comparable levels of to fiscal 2015 throughout fiscal 2016.

Interest expense

Interest expense consists of interest incurred on bank and related party debt. Interest expenses were $99,058 and $114,833 for the first quarter of fiscals 2016 and 2015, respectively. Interest expense increased primarily due to the increase in borrowings for plant and plant leaseholds. The majority of the Company's debt accrues interest at variable rates based on the Company's bank prime lending rate of interest.

Gain on foreign exchange

The Company reported (gains) on foreign exchange of $(11,802) and $(457) in the first quarter of fiscals 2016 and 2015 respectively. The gain/loss on foreign exchange represents the gain/loss, realized or unrealized, of transactions and year end foreign balances that are completed in currencies other than the Company's reporting currency.

Net (loss), Comprehensive (loss) and Net (loss) Attributable to Common Shareholders

Net loss and comprehensive loss for the first quarter of fiscals 2016 and 2015 was $(523,994) and $(892,712) respectively. Net income attributed to common shareholders is calculated by reducing net income by the $1,466,000 cumulative yearly dividends that accrue annually on the Class A preferred shares. The cumulative dividends accrue at 8% per annum on the face value of the $18,325,000 for the Class A preferred shares and as June 30, 2015, the accrued and unpaid dividends on the Class A preferred shares were $9,828,500.

Quarterly Results
The following table sets out selected unaudited consolidated financial information for each quarter in fiscal 2016 and fiscal 2015:

Quarters ended
(unaudited, in $000s except per share data)

	Jun 30 2015	Mar 31 2015	Dec 31 2014	Sept 30 2014	June 30 2014	Mar 31 2014	Dec 31 2013	Sept 30 2013
	$	$	$	$	$	$	$	$
Revenue	3,760	3,910	3,970	6,770	4,669	5,189	6,144	5,859
Net profit (loss) and total comprehensive income (loss)	(157)	(795)	(120)	1,040	(526)	(2,300)	(351)	801
Net profit (loss) attributed to common shareholders	(524)	(1,161)	(606)	674	(893)	(2,667)	(717)	435
Basic and diluted earnings (loss) per share	(0.04)	(0.09)	(0.03)	0.05	(0.07)	(0.12)	(0.04)	(0.02)

Liquidity and Capital Resources

($000s)

	June 30, 2015	**June 30, 2014**	**Change**
	$	$	$
Cash	**596**	**(776)**	1,372
Working Capital	**1,185**	**3033**	(1,848)

	June 30,2015	June 30,2014	Change
Net cash (used in) provided by:			
	$	$	**$**
Operating activities	**933**	(1,650)	**2,583**
Investing activities	**(43)**	(304)	**261**
Financing activities	**(351)**	1,203	**(1,554)**

Cash

As at June 30, 2015, the Company held $596,280 in cash, an increase of $538,523 from March 31, 2015.

Working Capital

Working capital represents current assets less current liabilities. As at June 30, 2015, the Company had positive working capital of $1,184,828 compared to working capital of $1,033,380 at March 31, 2015 after the bank debt was reclassified as a current liability due to a breach of bank covenants. The Company is subject to various covenants on the long-term debt (including debt to tangible net worth, current assets to current liabilities and debt service ratios). The Company is in breach of the current asset to current liabilities ratio to which the bank has provided forbearance until April 1, 2016. The bank expects the Company to be back in covenant by March 31, 2016. IFRS requires that a financial liability be classified as current even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the financial statements are authorized for issue. The Company's working capital without this reclassification of current bank debt is $3,455,244 and $3,748,286 for the periods June 30, 2015 and March 31, 2015 respectively.

Cash from (used in) by Operating activities

Cash from operating activities for the three months ended June 30, 2015 was $932,562 representing an increase of $2,582,662 from cash used of $(1,650,100) during the three months ended June 30, 2014. Cash from operating activities during the first quarter of fiscal 2016 is primarily due to decreases in trade receivables.

Cash (used) in Investing activities

Cash used in investing activities for the three months ended June 30, 2015 was $(42,690) representing a decrease of $261,695 from cash used in investing activities of $(304,385) for the three months ended June 30, 2014.

Cash (used in) provided by financing activities

Cash used in financing activities for the three months ended June 30, 2015 was $(351,350) representing a decrease of $1,554,702 from cash provided of $1,203,352 during the three months ended June 30, 2014. Cash provided in financing activities in the first quarter of fiscal 2016 relates primarily to the repayment of long-term debt.

Outlook

The first three months of fiscal 2016 concluded with a net loss of $157,494 before adjusting for accrued and unpaid dividends on the Class A preferred shares. Continued growth for the Company is expected from the newly acquired Madawaska Door business, Summit Aerospace and Arnprior Fire Trucks Corp in the next several years. The Company has increased their investment into high end, robust and versatile manufacturing equipment throughout all of its divisions. Plaintree moved to a larger facility in late fiscal 2011 to ensure it had sufficient capacity for growth for its Canadian operations.

There can be no assurances that the Company will achieve the long term operating results required to reduce the bank and related party debt to adequate levels and achieve profitability to meet the obligations to Class A preferred shareholders and provide income and cash flow attributable to common shareholders.

Related Party Transactions

Due to Related Party

	June 30, 2015	March 31, 2015
	$	$
Due to senior officers	**4,156,208**	4,044,280
Dividends payable	**60,000**	60,000
Due to Targa Group Inc., debenture interest	**247,672**	247,672
Due to Tidal Quality Management Inc.	**260,098**	279,094
Due to Targa Group Inc., line of credit	**227,555**	221,328
Due to Targa Group Inc., demand loan	**513,546**	613,546
Due to Targa Group Inc., demand loan interest	**134,812**	134,812
	5,599,891	5,600,732
Less: current portion	**-**	-
	5,599,891	5,600,732

As at June 30, 2015, a balance of $4,156,208 ($3,031,261 principal and $1,124,947 interest) remained owing to senior officers of the Company. These amounts are classified as long-term as the parties have agreed not to demand repayment before September 2016.

On July 14, 2011, the board of directors of the Company declared a cash dividend of $10.91405 per Class A preferred share ($200,000 in the aggregate) payable on July 22, 2011 to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the $1,000 redemption amount of the Class A preferred share. An amount of $60,000 (2014 - $60,000) of the dividend remains outstanding as of June 30, 2015. The balance is classified as long-term as the related party has agreed not to demand payment before September 2016.

As at June 30, 2015, a balance of $247,672 (March 31, 2015 - $247,672) of the due to related parties is convertible into common shares of the Company at a rate of $0.0115 at the option of Targa. The balance is classified as long-term as the related party has agreed not to demand payment before September 2016.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears owing to this related party amounted to $174,974 (March 31, 2015 - $174,974). The Company accepted partial financing in the form of a note payable in the amount of $373,473 during fiscal 2014 from Tidal for a new facility in Pocono Summit. As at June 30, 2015 a balance of $325,061. Loans totaling $420,003 owed to Spotton by Tidal have been consolidated into the net balance as of April 1, 2014 with the acquisition of Spotton Corp by the Company. The interest is at bank prime plus 2% and accrues on the principal balance for a balance of $179,014 as of March 31, 2015 (March 31, 2014 - $179,014). The party has agreed not to demand repayment of the total balance of $260,098 (March 31, 2015 - $279,094) before September 2016 and the amount is classified as long-term.

The Company has a demand loan of up to $1,800,000 and a revolving line of credit of up to $1,000,000 with Targa. Under the loan agreements, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Credit Facility is secured by a security interest granted over the assets of the Company. At June 30, 2015, $NIL, (March 31, 2015 - $NIL) remained outstanding on the line of credit with accumulated interest of $227,555 (March 31, 2015 - $221,328) for a balance of $227,555 (March 31, 2015 - $221,328). At June 30, 2015, $446,965 (March 31, 2015 - $546,965) remained outstanding on the demand loan with accumulated interest of $66,581 for a balance of $513,546. Targa has agreed that it will not demand repayment before September 2016 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of $134,812 (March 31, 2015 - $134,812), on a loan from Targa remains outstanding as of June 30, 2015. The party has agreed not to demand repayment before September 2016 and, accordingly, the amount is classified as long-term.

Facilities

The Company leases a 135,500 sq. /ft. building at 10 Didak Drive in Arnprior, Ontario.

On May 23, 2013 the Company along with its wholly-owned US subsidiary completed the acquisition and relocated to a 16,300 sq. ft. manufacturing facility in Pocono Summit, PA.

New and revised IFRS in issue but not yet effective

The following is a list of standards and amendments that have been issued but are not yet effective and have not yet been adopted by the Company:

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9 was issued by the International Accounting Standards Board ("IASB") in November 2009 and October 2010 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Two measurement categories continue to exist to account for financial liabilities in IFRS 9, fair value through profit or loss ("FVTPL") and amortized cost. Financial liabilities held-for-trading are measured at FVTPL, and all other financial liabilities are measured at amortized cost unless the fair value option is applied. The treatment of embedded derivatives under the new standard is consistent with IAS 39 and is applied to financial liabilities and non-derivative hosts not within the scope of the standard.

IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 was issued by the IASB on May 28, 2014, and will replace IAS 18, Revenue, IAS 11, *Construction Contracts*, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognized revenue which is a changed from the risk and reward approach under the current standard. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual period beginning on or after January 1, 2018. The Company is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

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Summary of Outstanding Share Data

As at August 26, 2015, the following equity instruments of the Company were issued and outstanding:

Common Shares: 12,925,253

Class A Preferred Shares: * 18,325

* The Class A Preferred shares provide an 8% cumulative dividend based on a value of $1,000 per share, are redeemable at the option of the Company at any time at $1,000 per share plus accrued dividends and they are non-voting.

Convertible Debentures:** $nil principal value

** The Company has issued various tranches of convertible debentures to related parties for total outstanding value at June 30, 2015, of $247,672 in accrued interest only. Interest is convertible in cash only.

Options:*** None

Additional information relating to the Company may be found on SEDAR at www.sedar.com or the Company's website at www.plaintree.com.