

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND
RESULTS OF OPERATIONS of
Plaintree Systems Inc.

Fiscal years ending March 31, 2021 and March 31, 2020

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

PLAINTREE SYSTEMS INC.

For the years ended March 31, 2021 and March 31, 2020

Date: July 21, 2021

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintiff Systems Inc ("Plaintree" or the "Company") and approved by the Board of Directors of Plaintiff. 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 Plaintiff is for the year ended March 31, 2021 and 2020. 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 July 21, 2021, 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 annual financial statements and this MD&A ("the annual Filings") and that, based on their knowledge having exercised reasonable diligence, (a) the annual 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 annual Filings; and (b) the annual financial statements together with the other financial information included in the annual 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 annual 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 Plaintiff'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 Plaintiff's control, affect the operations, performance and results of Plaintiff 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 Plaintiff's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the jurisdictions where Plaintiff operates; change in tax laws; political conditions and developments; intensifying competition from established competitors and new entrants in the

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industry; technological change; currency value fluctuation; general economic conditions worldwide, including in China; Plaintiff'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 Plaintiff's forward-looking statements. Plaintiff 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.

Overview

Plaintree Systems Inc. ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the Canadian Securities Exchange ("CSE") under "NPT". Plaintree is a diversified company with proprietary technologies and manufacturing capabilities in structural design and aerospace. The Company operates an Electronics division, consisting of the Hypernetics division and Summit Aerospace USA Inc. ("Summit Aerospace"), and a Specialty Structures division consisting of the Triodetic business and Spotton Corporation. The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft 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 Aerospace specializes in the high-end machining of super-alloys for the aircraft and helicopter markets. Spotton's business involves the design and manufacture of high-end custom hydraulic and pneumatic cylinders for the industrial, automation and oil and gas markets.

The address of the Company's registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario.

Control Activities

The Company's Chief Executive Officer and Chief Financial Officer exercise reasonable diligence around the controls and procedures designed to provide reasonable assurance that financial information disclosed is recorded, processed and disclosed reliability.

Selected Annual Financial Information

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

(\$000s, except per share amounts)

	March 31, 2021	March 31, 2020
	(audited)	(audited)
	\$	\$
Revenue	12,660	17,356
Net earnings (loss) and comprehensive earnings (loss)	844	(2,500)
Net (loss) attributed to common shareholders	(622)	(3,966)
Basic and diluted (loss) per share	(0.05)	(0.31)

(\$000s, except per share amounts)

	March 31, 2021	March 31, 2020
	(audited)	(audited)
	\$	\$
Total assets	12,048	11,279
Total liabilities	10,079	10,154
Long-term liabilities	6,877	7,873
Cash dividends declared per share	nil	nil

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Results from Operations

(\$000s)

	March 31, 2021	March 31, 2020	Change from
	(unaudited)	(unaudited)	
	\$	\$	\$
Revenue	12,660	17,356	(4,696)
Cost of sales	8,962	13,504	(4,542)
Gross margin	3,698	3,852	(154)
	29%	22%	
Operating expenses:			
Research and development	1,010	1,551	(541)
Finance and administration	1,183	1,732	(549)
Sales and marketing	381	669	(288)
Bad debt	-	63	
Loss (gain) on disposal of assets	10	(283)	
Interest expense	183	280	(97)
Loss on foreign exchange	37	44	(7)
	2,804	4,056	(1,482)
Net earnings (loss) and comprehensive earnings (loss) before non-recurring items	894	(204)	1,098
Income tax expense			
Current expense	63	35	28
Deferred income tax expense	(13)	2,261	(2,274)
	50	2,296	(2,246)
Net earnings (loss) and comprehensive earnings (loss)	844	(2,500)	3,344

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 product, and the specialty structural products. The Company determines the geographical location of revenue

Revenue by division

	March 31, 2021 (audited)	March 31, 2020 (audited)
	\$	
Electronics	6,272,341	7,834,027
Specialty Structures	6,387,348	9,521,800
	12,659,689	17,355,827

Revenue by geographical location

	March 31, 2021 (audited)	March 31, 2020 (audited)
	\$	
Canada	5,743,018	5,220,672
United States	6,464,842	6,838,322
Chile	448,462	373,349
Peru	0	4,530,975
Other	3,367	392,510
	12,659,689	17,355,827

Net earnings (loss) before taxes by division

	March 31, 2021 (audited)	March 31, 2020 (audited)
	\$	
Electronics	489,279	(96,102)
Specialty Structures	404,662	(107,581)
	893,941	(203,683)

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

	March 31, 2021 (audited)	March 31, 2020 (audited)
Number of customers	2	2
% of total revenue	10%, 20%	13%, 26%

Assets by division

	March 31, 2021 (audited)	March 31, 2020 (audited)
Electronics	7,203,283	7,563,763
Specialty Structures	4,844,339	3,715,196

based on the location of its customers.

Revenues

Total product revenue from ongoing operations for fiscal 2021 was \$12,659,689 compared to \$17,355,827 for fiscal 2020.

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

Plaintree's Electronics Division revenues from operations decreased in fiscal 2021 to \$6,272,341 compared to \$7,834,027 in the same period in fiscal 2020.

Plaintree's Specialty Structures Division revenues from operations decreased to \$6,387,348 in fiscal 2021 from \$9,521,800 from the same period in fiscal 2020.

Gross Margin

Notwithstanding lower revenue, total gross margin increased during fiscal 2021, primarily attributed to government wage subsidies, at 29% compared to 22% for fiscal 2020. The Company recorded in cost of goods sold, \$1,169,050 (\$50,556 – Fiscal 2020) in Government sponsored wage and rent subsidies related to Covid-19 during the period.

Operating Expenses

Research and development expenses

Research and development expenses were \$1,010,032 and \$1,550,715 for fiscals 2021 and 2020, respectively. Included are Government wage and rent subsidies of \$461,963, (\$40,610 – Fiscal 2020) related to COVID-19. Research and development expenditures consist primarily of development engineering and personnel expenses.

Finance and administration expenses

Finance and administration expenses were \$1,182,612 and \$1,732,324 for fiscals 2021 and 2020, respectively. Included are Government wage and rent subsidies of \$207,860, (\$16,343 – Fiscal 2020) related to COVID-19. Finance and administration expenses consist primarily of costs associated with managing the Company's finances, which included financial staff, legal and audit activities.

Sales and marketing expenses

Sales and marketing expenses were \$381,584 and \$668,658 for fiscals 2021 and 2020, respectively. Included are Government wage and rent subsidies of \$124,902, (\$7,839 – Fiscal 2020) related to COVID-19. These expenses consisted primarily of personnel and related costs associated with Company's sales and marketing departments, which include sales commissions, advertising, travel, trade shows and other promotional activities.

Interest expense

Interest expense consists of interest incurred on bank debt. Interest expenses amounted to \$182,735 and \$280,189 for fiscals 2021 and 2020, respectively. The majority of the Company's debt accrues interest at variable rates based on the Company's bank prime lending rate of interest.

Loss on foreign exchange

The Company reported loss on foreign exchange of \$37,165 and \$43,986 in fiscals 2021 and 2020, 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) earnings, Comprehensive earnings and Net earnings Attributable to Common Shareholders

Net (loss) and comprehensive (loss) for fiscal 2021 and fiscal 2020 was \$(621,742) and \$(3,966,152), respectively. Net income attributed to common shareholders is calculated by reducing net income by the \$1,466,000 cumulative dividends that accrue annually on the Class A

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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 March 31, 2021 the accrued and unpaid dividends on the Class A preferred shares were \$18,258,000 (March 31, 2020 - \$16,792,000).

Quarterly Results

The following table sets out selected unaudited consolidated financial information for the last eight quarters in fiscals 2021 and 2020:

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

	Mar-21 2021 Q4 2021	Dec 31 2020 Q3 2021	Sep-30 2020 Q2 2021	Jun-30 2020 Q1 2021	Jan-00 2020 Q4 2020	Dec 31 2019 Q3 2020	Sep-30 2019 Q2 2020	Jun-30 2019 Q1 2020
Revenue	\$ 4,656	\$ 2,954	\$ 2,378	\$ 2,672	\$ 3,024	\$ 3,158	\$ 7,030	\$ 4,144
Net (loss) earnings and total comprehensive (loss) earnings	759	0	(265)	350	(2901)	(783)	1420	(236)
Net (loss) earnings attributed to common shareholders	392	(367)	(631)	(16)	(3,268)	(1,150)	1,054	(603)
Basic and diluted (loss) earnings per share	0.03	(0.03)	(0.05)	(0.00)	(0.25)	(0.09)	0.08	(0.05)

Liquidity and Capital Resources

	March 31, 2021 (audited)	March 31, 2020 (audited)	Change
Cash	\$ 2,067	\$ 1,504	563
Working Capital	4,814	4,399	415

	March 31, 2021 (audited)	March 31, 2020 (audited)	Change
Net cash (used in) provided by:	\$	\$	\$
Operating activities	1,517	2,669	(1,152)
Investing activities	(450)	764	(1,214)
Financing activities	(504)	(1,118)	614

Cash

As at March 31, 2021, the Company had a cash balance of \$2,066,688, an increase of \$562,808 from cash balance of \$1,503,880 in March 31, 2020.

Working Capital

Working capital represents current assets less current liabilities. As at March 31, 2021, the Company had working capital of \$4,814,463 compared to a working capital of \$4,399,295 at March 31, 2020.

Operating activities

Cash provided by operating activities during fiscal 2021 was \$1,516,735 representing a decrease of \$(1,151,955) from cash provided of \$2,668,690 for the respective period during fiscal 2020. Cash provided by operating activities during fiscal 2021 was primarily the result of profitability.

Investing activities

Cash (used in) investing activities during fiscal 2021 was \$(450,148) representing an increase of \$(1,214,231) in investing activities from cash provided of \$764,083 in the respective period during fiscal 2020. The use of cash from investing activities in 2021 was primarily to acquire manufacturing equipment.

Financing activities

Cash (used in) financing activities during fiscal 2021 was \$(503,779) representing a decrease of \$(614,323) from cash used of \$(1,118,102) during the respective period in fiscal 2020. Cash used in financing activities during fiscal 2021 relates to repayment of long-term debt.

Outlook

The Company has in place a credit facility of up to \$3,000,000 CAD through its bank based on acceptable trade receivables and inventory. The total amount available to the Company as at March 31, 2021 was \$2,298,149 CAD of which \$NIL was in use and a letter of credit in the amount of US\$100,000 (\$125,750 CAD) leaving \$2,172,399 CAD available. The Company through its bank has in place a credit facility of up to \$3,500,000 CAD for the issuance of standby letters of credit and/or letters of guarantee insured by Export Development Corporation ("EDC") Performance Security Guarantee of which \$1,053,790 CAD was in use at March 31, 2021. The Company has in place a credit facility of up to \$2,000,000 CAD to assist with financing of new and used equipment. The Company has in place a credit facility of up to \$2,000,000 CAD to assist with financing of new and used equipment. As at March 31, 2021 \$604,994 CAD was available (Note 7 Lease obligations). As a result, the Company believes that it has sufficient cash resources to meet its obligations, beyond the next 12 months.

Due to related parties

	March 31, 2021	March 31, 2020
	(audited)	(audited)
	\$	\$
Due to senior officers	3,932,870	3,983,832
Dividends payable	60,000	60,000
Due to Targa Group Inc, convertible debentures	247,672	247,672
Due to Tidal Quality Management Inc.	398,760	491,264
Due to Targa Group Inc, line of credit interest	242,598	242,598
Due to Targa Group Inc, demand loan interest	201,393	201,393
	5,083,293	5,226,759
Less: current portion	(50,000)	(50,000)
	5,033,293	5,176,759

Targa Group Inc. and Tidal Quality Management Inc. are companies under common control.

As at March 31, 2021, a balance of \$3,932,870 (\$2,697,236 principal and \$1,235,634 interest); March 31, 2020 - \$3,983,832 (\$2,748,198 principal and \$1,235,634 interest in 2020) remained owing to senior officers of the Company. The parties agreed to discontinue interest payments accruing on balances as of April 1, 2016. During the year payments in the amount of \$50,962 were repaid to senior officers. As of March 31, 2021 \$50,000 was classified as current. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

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 (\$60,000 in 2020) of the dividend remains outstanding as at March 31, 2021. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

As at March 31, 2021, interest in the amount of \$247,672 (\$247,672 in 2020) on a loan from Targa remains outstanding. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

As at March 31, 2021, a balance of \$398,760 (\$215,871 rent arrears and \$182,889 interest); March 31, 2020 - \$491,264 (\$308,376 rent arrears and \$182,889 interest) remained owing to a related party controlled by Targa, Tidal Quality Management Corp. The party agreed to discontinue interest accruing on unpaid balances as at April 1, 2016. Until then the interest rate was at bank prime plus 2%. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

The Company has 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 Line is secured by a security interest granted over the assets of the Company. As at March 31, 2021, \$NIL (\$NIL in 2020) remained outstanding on the line of credit with accumulated interest of \$242,598 (\$242,598 in 2020) outstanding for a balance

of \$242,598 (\$242,598 in 2020). The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

Interest in the amount of \$66,581 (\$66,581 in 2020) remained outstanding on a demand loan with Targa. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments. Accumulated interest in the amount of \$134,812 (\$134,812 in 2020), on a loan from Targa remains outstanding as of March 31, 2021. The balance of the amount is classified as long-term, as the related party has agreed with third-party lenders to postpone repayments.

The Company guarantees a bank loan to Tidal Quality Management Corp. up to a limit of \$1,100,000 for any balance due or remaining unpaid to the bank in the event that the related party is unable to pay.

During the year ended March 31, 2021, the Company incurred interest on related party balances of \$NIL (2020 - \$NIL).

Rents paid to Tidal Quality Management Corp during the year ended March 31, 2021 totaled \$280,189 (2020 - \$151,921). The above related party transactions are measured at their exchange amount, which is the amount agreed to by the parties.

Facilities

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

Subsequent to year end on July 1, 2021, the Company signed a lease agreement with a related party, Tidal Quality Management Corporation. The lease term is five years with \$609,750 payable annually.

The Company along with its wholly-owned US subsidiary owns a 16,300 sq. ft. manufacturing facility in Pocono Summit, PA.

Summary of Outstanding Share Data

As at July 21, 2021 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 March 31, 2021 of \$247,672 in accrued interest only. Interest is convertible in cash only.

Options:*** 880,000

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