GREEN 2 BLUE ENERGY CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED MARCH 31, 2020

This discussion and analysis of financial position and results of operations is prepared as at September 17, 2020 and should be read in conjunction with the unaudited condensed interim consolidated financial statement as at March 31, 2020 as well as with the audited consolidated financial statements for the year ended June 30, 2019, of Green 2 Blue Energy Corp. ("G2B" or the "Company"). The unaudited condensed interim consolidated financial statements are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All references to dollar amounts are in Canadian dollars unless otherwise noted. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This MD&A contains statements which are, or may be deemed to be, "forward-looking information" which are prospective in nature. Often, but not always, forward-looking information can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "scheduled", "estimates", "forecasts", "projects", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such information in this MD&A includes, without limitation, statements regarding the company's future plans and expectations relating to the Company's future operations and transactions.

Forward-looking information is not based on historical facts, but rather on then current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including assumptions relating to the Company will be able to continue its progress as currently planned and will not have to make additional changes to any proposed business plan, that the Company will have access to capital if required, that all necessary approvals and arrangements will be obtained, renewed and/or finalized in a satisfactory manner in order to continue developing the Company's projects, and that the Company's equipment will operate at expected levels. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the company's actual results, revenues, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Important risks that could cause the company's actual results, revenues, performance or achievements to differ materially from the company's expectations include, among other things:

(i) risks related to the ability of the Company to obtain contractors, if required,

(ii) that the Company will be able to generate sufficient cash flow to continue as a going concern,

(iii) risks related to prior production activity

(iv) risks related to availability of capital on satisfactory terms,

(v) changes in the market prices of goods produced by the Company, which, in the past, have fluctuated widely and which could affect the profitability of the company's operations and financial condition;

(vi) risks related to governmental regulations, including taxation statutes;

Risks related to the company includes political, economic, and regulatory instability and other risks found in the risk section of this report. Other than in accordance with its legal or regulatory obligations, the company is not under any obligation and the company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

Green 2 Blue Energy Corp (the "Company" or "G2BE") was incorporated on October 9, 2014 in British Columbia under the Business Corporations Act. The Company was previously engaged in the business of mineral exploration and the acquisition of mineral property assets in Ontario through its subsidiary, Brigadier. The Company has since terminated all of its mineral property interests.

On January 16, 2017, the Company entered into a Share Exchange Agreement with G2BE Canada Inc. ("G2BEC"), a private British Columbia company incorporated on May 30, 2014 for a reverse-takeover transaction whereby the Company would acquire all of the issued and outstanding common shares in the capital of G2BE (the "Transaction").

On July 21, 2017, the Company completed the Acquisition with G2BEC by issuing 47,000,002 common shares to the G2BEC shareholders on the basis of one common share for every one G2BEC common share. Upon completion of the Acquisition, the G2BEC shareholders held approximately 87% of the issued and outstanding company shares of the Company. As the shareholders of G2BEC hold a majority of the common shares of the Company and will continue its existing business, G2BEC is considered to have acquired the Company on an accounting basis, and the transaction was accounted for as a reverse takeover.

Accordingly, the Company was in the business of manufacturing, marketing, and distributing softwood pellets and shavings for consumer and industrial customers and arranging transactions between buyers and sellers of alternative energy products.

As at March 31, 2020, the Company sold all of its operating subsidiaries (see Key Business Events below on page 2) and is currently looking for other ventures to build value for its shareholders.

The Company's registered office is located at Suite 1080, 789 West Pender Street, Vancouver BC.

KEY BUSINESS EVENTS – PERIOD ENDED MARCH 31, 2020

- On July 25, 2019, the Company completed the closing of its first tranche of non-brokered private placement of units for gross proceeds of $425,738. Pursuant to the Private Placement, the Company issued 8,514,760 Units at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company (a "Share") and one-half (1/2) of one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of $0.10 for a period of 18 months from the date of issuance.

- On August 25, 2019, G2BEEL entered into an agreement with a third party to obtain a loan of $200,000. The loan is guaranteed by the Company, collateralized by a charge on all the assets of G2BEPL, bears interest at 8% per annum and is due on February 15, 2020. As at January 27, 2020, G2BEEL has received $290,031 under this loan agreement. On February 19, 2020, the loan was in default and the amount of $290,031 plus accrued interest is due and payable.

- On November 29, 2019, the Company transferred ownership of G2BE Zaklad 2 Sp. z. o.o. ("G2BZ2") to arm's length, a British Columbia private company. The transaction was caused by the inability to provide financing by the Company for the continuation of the operation of G2BZ2 and repayment of liabilities. The Company recorded a loss of $51,229 as a result of the disposal of the subsidiary G2BZ2.

- On December 20, 2019, the Company failed not only to finalize the purchase of the property in Rzeczenica but also to pay its outstanding lease obligations. As a result, the property lease agreement expired. The Company is in a process of negotiating the terms of a new lease agreement and terms of debt repayment under to old lease agreement.

- On February 6, 2020, G2BEP, one of the Company's wholly owned subsidiaries, with its registered office in Rzeczenica, Poland, filed a voluntary bankruptcy petition with the relevant court in Poland, pursuant to article 20 clause 1 of the Bankruptcy Act (Poland). The voluntary bankruptcy petition was filed because G2BEP had limited financial resources and was unable settle current liabilities as they became due. No external administrators have been appointed to oversee the voluntary bankruptcy and the Company still maintains full control over G2BEP. G2BEP is negotiating with its creditors with respect to settling outstanding debts. The Company is also seeking to raise additional funds from external investors, either by way of share issuances or through debt in order to assist in the settlement debts of G2BEP. G2BEP has suspended production at its facility until such time as it has sufficient financial resources to continue operations.

- On February 19, 2020, the subsidiary of the Company, G2BE Europe Ltd. as the Borrower and the Company as a Guarantor have received a letter from the Lender regarding the Short Term Secured Loan agreement ("Loan Agreement"). The letter states that according to the terms of the Loan Agreement and because the British Columbia Securities Commission issued a Cease Trade Order against the Company, the amount of $290,031.08 CAD (the "Loan") plus accrued interest is now immediately due and payable. G2BE is negotiating the settlement with the Lender to satisfy all parties.

- On March 31, 2020, the Company and its wholly owned subsidiary G2BE Europe Ltd. (the "G2BEEL") have entered into a Settlement Agreement (the "Settlement Agreement") to settle outstanding loan. As at the date of the Settlement Agreement the amount outstanding was CDN $301,594. Pursuant to the terms of the Settlement Agreement: The Parties agree that repayment of the outstanding loan may be made by, and the Loan shall be deemed to be repaid in full upon: The Company transferring to the Lender, all of the issued and outstanding shares of G2BEEL, free and clear of all liens, charges and encumbrances, and delivering to the Lender, a share certificate for such shares registered in the name of the Lender, a copy of the resolutions of the directors of G2BEE approving the transfer of such shares; and The Company transferring to the Lender all of the issued and outstanding shares of G2BE Canada Inc., free and clear of all liens, charges and encumbrances, and delivering to the Lender a share certificate for such shares registered in the name of the Lender, a copy of the resolution of the directors of G2BE Canada Inc. approving the transfer of such shares to the Lender.

OVERALL PERFORMANCE

Results of Operations for the Nine Months Ended March 31, 2020 and 2019:

	Nine Months Ended March 31, 2020	2019
Revenue	$ 569,854	$ 1,292,087
Cost of sales	(655,861)	(1,050,097)
	(86,007)	241,990
Operating expenses		
Consulting and management fees	(336,101)	(153,100)
Other operating expenses *	(782,850)	(1,147,229)
Share-based compensation expense	-	(126,205)
Total other income (expense)	836,858	(76,272)
Net loss for the period	(368,100)	(1,260,816)
Basic and diluted loss per share	(0.01)	(0.01)

*Other operating expense includes deprecation, foreign exchange, professional fees, travel, wage and benefits etc.

Revenues for the nine months ended March 31, 2020 were $569,854, compared to $1,292,087 in the comparative period in prior year. Cost of sales for the nine months ended March 31, 2020 were $655,861, compared to $1,050,097 in the comparative period in prior year. Other operating expenses for the nine months ended March 31, 2020 were $782,850, compared to $1,147,229 in the comparative period in prior year.

Revenue, cost of sales and other operating expenses were lower due to the sale of operating subsidiaries and winding down of operations in the current fiscal year.

Consulting and management fees for the nine months ended March 31, 2020 were $336,101, compared to $153,100 in the comparative period in prior year. The expenses were higher in the current fiscal year due to the extraordinary decrease in management and consulting expense in 2019 as the result of postponing the payment of management and consulting fees to the senior management. This was due to financial hardship and the lack of cash during period ended March 31, 2019. In addition, the Company rewarded management and directors for their lowered fee in fiscal 2019 by increasing their fee and general charge in 2020. The entire balance of consulting and management fees are related to payment to officers and directors.

Other operating expenses decreased in the current period ended March 31, 2020 due to lower corporate activity and business activities in general due to the sale of primary assets in Poland. Majority of the cost relates to general and administration of $534,317 in the current period, compared to $1,002,252 in the comparative period in the prior year. The decrease was driven by less corporate activity due to the sale of the subsidiaries that were producing revenue.

Share-based compensation expense was $nil during the nine months ended March 31, 2020, as no options were vested in this period. Share-based compensation expense was $126,205 during the nine months ended March 31, 2019.

Other income for the nine months ended March 31, 2020 were $836,858, compared to other expense of $76,272. The current fiscal year's income was driven by non-routine gain in disposition of subsidiaries, which didn't occur in the prior period.

OVERALL PERFORMANCE

Results of Operations for the Three Months Ended March 31, 2020 and 2019:

	Three Months Ended March 31,	
	2020	**2019**
Revenue	$ -	$ 594,245
Cost of sales	(82,796)	(547,823)
	(82,796)	
Operating expenses		
Consulting and management fees	(94,250)	-
Other operating expenses *	(245,024)	(448,423)
Total other income (expense)	447,379	(34,465)
Net loss for the period	25,309	(476,466)
Basic and diluted loss per share	(0.01)	(0.01)

*Other operating expense includes deprecation, foreign exchange, professional fees, travel, wage and benefits etc.

Revenues for the three months ended March 31, 2020 were $nil, compared to $594,245 in the comparative period in prior year. Cost of sales for the three months ended March 31, 2020 were $82,796, compared to $547,823 in the comparative period in prior year. Other operating expenses for the three months ended March 31, 2020 were $245,024, compared to $448,423 in the comparative period in prior year.

Revenue, cost of sales and other operating expenses were lower due to the sale of operating subsidiaries and winding down of operations in the current fiscal year.

Consulting and management fees for the nine months ended March 31, 2020 were $94,250, compared to $nil in the comparative period in prior year. The expenses were higher in the current fiscal year due to due to the extraordinary decrease in management and consulting expenses in 2019 as the result of postponing the payment of management and consulting fees to the senior management. This was due to financial hardship and the lack of cash during period ended March 31, 2019. In addition, the Company rewarded management and consultants for their lowered fee in fiscal 2019 by increasing their fee and general charge in 2020. The entire balance of consulting and management fees are related to payment to officers and directors.

Other operating expenses decreased in the current period ended March 31, 2020 due to lower corporate activity and business activities in general due to the sale of primary assets in Poland. Majority of the cost relates to general and administration of $132,248 in the current period, compared to $342,582 in the comparative period in the prior year. The decrease was driven by less corporate activity due to the sale of the subsidiaries that were producing revenue.

Other income for the three months ended March 31, 2020 were $447,379, compared to other expense of 34,465. The current fiscal year's income was driven by non-routine gain in disposition of subsidiaries, which didn't occur in the prior period.

Results of Operations for the Year ended June 30, 2019 and 2018

The following table sets forth selected annual information of the Company for the last two fiscal years. This financial

information has been prepared using IFRS:

	Year Ended June 30, 2019	2018
Revenue	$ 1,432,204	$ 896,320
Cost of sales	1,321,538	976,462
Gross profit (loss)	110,666	(80,142)
Operating expenses		
Consulting and management fees	445,359	3,753,239
General and administrative	1,224,211	1,245,253
Share-based compensation expense	137,166	1,019,654
Total other operating expenses	321,438	447,304
Net loss for the year	(1,903,674)	(7,560,537)
Basic and diluted loss per share	(0.02)	(0.11)

Revenue for the year ended June 30, 2019 was $1,432,204, compared to $896,320 for the year ended June 30, 2018. Cost of sales for year ended June 30, 2019, were $1,321,538 compared to $976,462 for the year ended June 30, 2018. The increase in revenue, and corresponding increase in cost of sales, was due to an increase in production and sale of pellets.

Operating expenses for the year ended June 30, 2019, were $2,128,174, compared to $6,465,450 for the year ended June 30, 2018. The significant differences in expenditures were as follows:

- Consulting and management fees were $445,359 during the year ended June 30, 2019 and $3,753,239 for the year ended June 30, 2018. Consulting expenses were exceptionally high in the fourth quarter of 2018, a fact that has led to an inquiry by the exchange and a civil suit by a group of investors (see page 8). All ties have been severed with those involved with these expenses.
- General and administrative expenses were $1,224,211 during the year ended June 30, 2019 compared to $1,245,253 during the year ended June 30, 2018. These results indicate a similar operation from one year to the next
- Share-based compensation expense was $137,166 during the years ended June 30, 2019. This amount was a result of the grant of 1,000,000 stock options exercisable at $0.15 per share on July 10, 2018 and 400,000 stock options exercisable at $0.15 per share on November 26, 2018. Share-based compensation expense was $1,019,654 during the year ended June 30, 2018.

Quarterly Information

	March 31, 2020 $	December 31, 2019 $	September 30, 2019 $	June 30, 2019 $
Total Assets	207,741	1,823,662	1,572,750	2,160,549
Working Capital (Deficiency)	(421,194)	(1,677,310)	(1,515,176)	(1,412,811)
Revenue	-	200,165	369,689	140,117
Gross Profit (Loss)	(82,796)	42,569	(45,780)	(131,324)
Net Loss	25,309	(37,716)	(355,693)	(642,858)
Earnings (Loss) Per Share	0.00	(0.00)	(0.01)	(0.01)

	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $	June 30, 2018 $
Total Assets	2,074,944	2,170,140	1,803,653	2,160,549
Working Capital (Deficiency)	(1,396,214)	(1,245,459)	(376,880)	265,684
Revenue	594,245	490,018	207,824	86,357
Gross Profit (loss)	46,422	121,304	74,264	(269,755)
Net Loss	(476,466)	(395,623)	(388,727)	(5,407,045)
Loss per Share	(0.01)	(0.01)	(0.00)	(0.05)

Three months ended March 31, 2020 compare to all historic quarters in the 2019 and 2018.

Total assets - The Company's assets are lowest when compared to all historic quarters in 2019 and 2018. This was mainly driven by the disposition of subsidiaries that occurred in the current fiscal year.

Working capital - Along with its assets, the liabilities were also disposed. This resulted lowest assets balance and working capital deficient (except in June 30, 2018 and September 30, 2018). Those two historic quarters had a lower working capital deficient due to timing difference of working capital items.

Gross profit - The Company's gross loss in the current three month ended March 31, 2020 was $82,796, which was one of the highest when compared to historic quarters. This was mainly driven by fixed cost and lowered revenue due to the wind down and disposition of the producing asset in Poland. Historically, the Company earns a gross profit due to stronger revenue except for June 30, 2018, when the Company experienced business challenges and had a lower revenue.

Net income – The Company had a net income of $25,309 in the current three months ended March 31, 2020. This was driven by the gain in disposition and non routine other income of $836,585. If you exclude the other income, the company would have a net loss closer to $0.8 million, which management expects as there’s no revenue in the current quarter due to disposition of the producing asset in Poland. At $0.8 million loss, this would put current quarter’s loss at the highest due to lack of revenue, except when compared to June 30, 2018. Three months ended June 30, 2018 had a higher net loss due to high stock-based compensation expense and operating cost due to ramp up of production.

The Company's net income was higher than all historic quarters due to a non-routine gain in disposition of subsidiaries, which occurred in the current fiscal year.

Capital Resources

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its board of directors, will balance its overall capital structure through new equity issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended June 30, 2019.

Liquidity and Capital Resources

	Nine Months Ended March 31,	
	2020	**2019**
Cash used in operating	$ (389,716)	$ (454,708)
Cash used in investing	(12,792)	(778,246)
Cash flow from financing	397,957	437,423
Effect of foreign exchange on cash	-	54,011
Net change in cash	(4,551)	(741,520)
Cash – beginning of the period	6,174	766,483
Cash – end of the period	1,623	24,963

As at March 31, 2020, the Company had a cash balance of $1,623 (June 30, 2019 – $6,174) and working capital deficit of $421,194 (June 30, 2019 - $1,412,811). The decrease in cash and working capital deficit was driven by the disposal of subsidiaries (along with its liabilities).

Cash used in operating in the current period was lower than prior year's comparative. This was mainly due to decrease in corporate activity upon disposition of its subsidiaries during the current fiscal year.

Cash used in investing in the current period was lower than prior year's comparative. This was mainly due to the lack of cash to invest in equipment. In addition, the Company has disposed its revenue generating subsidiaries in the current fiscal year.

Cash flow from financing was lower than prior year's comparative. There was no specific reason that is driving this trend. The Company obtains all available type of financing to keep the parent and its subsidiaries in good standing during a challenging capital markets environment.

Going concern

These interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2020, the Company had a negative cash flow from operations, had an accumulated deficit of $12,833,941 (June 30, 2019 $12,469,687). Furthermore, the Company incurred a net loss of $368,100 during the nine months ended March 31, 2020 (2019 - $1,260,816). To obtain future profitability, the Company will need to increase the volume of production and sales, and is reliant on the co-operation of creditors to pay outstanding amounts on a timely basis. These factors, among others, create substantial doubt as to the ability of the Company to continue as a going concern. Management believes that the proceeds from additional equity and debt financing activities that it is currently pursuing, combined with revenue that the Company expects to generate in subsequent periods, will provide the Company with sufficient working capital to satisfy its liabilities and commitments as they become due for the foreseeable future. There can be no assurances that sufficient equity or debt can be raised on a timely basis or on terms that are acceptable to the Company. These factors, however, indicate the existence of a material uncertainty that casts significant doubt on the ability of the Company to continue as a going concern or in its present form. These interim consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Related Party Transactions

During the nine months ended March 31, 2020, the Company was engaged in the following related party transactions:

a) As at March 31 ,2020, the Company owed $421,814 (June 30, 2019 - $200,462) to the President, Slawek Smulewicz, of the Company and a company controlled by the President, Slawek Smulewicz, of the Company. The amount owing is unsecured, non-interest bearing, due on demand and is included in Due to related parties.

b) As at March 31, 2020, the Company owed $87,351 (June 30, 2019 - $15,351) to a Director, Michael Kott, of the parent Company. The amount owing is unsecured, non-interest bearing, due on demand and is included in Due to related parties.

c) As at March 31, 2020, the Company owed $5,500 (June 30, 2019 - $10,000) to the previous Chief financial Officer, Keith Margetson, of the Company. The amount owing is unsecured, non-interest bearing, due on demand and is included in Due to related parties.

d) During the nine months ended March 31, 2020, the Company recorded management fees of $250,600 (2019 - $46,500) to the President, Slawek Smulewicz, of the Company and a company controlled by the President of the Company.

e) During the nine months ended March 31, 2020, the Company recorded management fees of $10,000 (2019 - $75,600) to a company controlled by the previous Chief Financial Officer, Keith Margetson, of the Company.

f) During the nine months ended March 31, 2020, the Company recorded consulting fees of $72,000 (2019 - $12,000) to a Director, Michael Kott, of the Company.

Contractual Obligations and Commitments

The Company's commitments and obligations are noted below:

The Company had no significant commitments or contractual obligations with any parties related to executive compensation, consulting arrangements, or other matters other than disclosed below and disclosed in Note 9, *Obligations Under Financial Lease*.

(a) On December 20, 2018, the Company entered into a three-year consulting agreement with a Director, Michael Kott, of the Company whereby the Director is to receive $8,000 a month. Additionally, the Director is to receive 500,000 stock options, the terms of which have not yet been determined.

(b) On April 1, 2019, the Company entered into a consulting agreement with the Company's President, Slawek Smulewicz, and a company controlled by the President. Pursuant to that agreement, the Company is to pay an annual consulting fee of $285,000 payable in monthly instalments of $23,750. The term of the contract is five years and may be extended for two more years.

Contingencies

Civil Claim against the Company

On July 22, 2019, the Company served with a notice of civil claim, filed on July 11, 2019 with the Supreme Court of British Columbia, by Plaintiffs under the Class Proceedings Act, RSBC 1996, c 50, naming Green 2 Blue Energy Corp. as a defendant along with 86 additional defendants, in connection with allegations of the inappropriate use of the exemption from prospectus requirements contained in Section 2.12 of National Instrument 45-106 Prospectus Exemptions, and the disclosure records of the Company in respect of distributions of securities to consultants using such exemption. Honourable Madam Justice Adair has been assigned as the Judicial Management Judge in the above noted matter under the Class Proceedings Act. The Judicial Management Conference has been scheduled for Tuesday, March 24, 2020 in Vancouver. This was adjourned to July 7, 2020 because of COVID-19 pandemic. On July 7, 2020, Judicial Management Conference was further adjourned to July 14, 2020 unless by the close of business Friday, July 10, 2020, Plaintiff counsel advise that they would prefer to have a new Case Management judge assigned given Madam Justice Adair's relationship with Mr. Fraser. As at March 31, 2020, and as of the date of approval of the financial statements, no legal decision has been made.

The Company also had a regulatory hearing submission before the B.C. Securities Commission ("BCSC") in respect of the allegation of misuse of the exemption from prospectus requirements contained in section 2.12 of National Instrument 45-106 and connected agreements with consultants of the Company. As at March 31, 2020, and as of the date of approval of the financial statements, no decision has been received.

Off Balance Sheet Arrangements

As at March 31, 2020 and the date of this report, the Company does not have any, and during the periods presented we did not have any, off-balance sheet arrangements, other than the contractual obligations and commitments described above.

Proposed Transactions

The Company does not have any proposed transactions as at March 31, 2020 and the date of the report, other than as disclosed elsewhere in this document.

Outstanding Share Data

As at March 31, 2020 and the date of this report, the Company had no preferred shares issued and outstanding.

As at March 31, 2020 and the date of this report, the Company had 100,580,327 common shares issued and outstanding.

As at March 31, 2020 and the date of this report, the Company had 7,815,000 stock options and 4,257,380 warrants exercisable and outstanding.

Risk and uncertainties

COVID-19

Subsequent to current period, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

These uncertainties have increased the risk of the Company's abilities to raise equity and debt in the capital markets.

The Company does not intend to pay dividends for the foreseeable future.

The Company has never declared or paid any cash dividends on the Company's common shares and does not intend to pay any cash dividends in the foreseeable future. The Company anticipates that it will retain all of its future earnings for use in the development of its business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of the Company's board of directors. In addition, from time to time the Company may enter into agreements that restrict its ability to pay dividends.

The price of the Company's common shares may be volatile.

The trading price of the Company's common shares has been and may continue to be subject to material fluctuations and may increase or decrease in response to a number of events and factors, including: - changes in the market price of hospitality management systems and number of market competitors offering same or similar products; - current events affecting the economic situation and exchange rates in Canada, the United States, and internationally; - changes in financial estimates and recommendations by securities analysts; - acquisitions and financings; - quarterly variations in operating results; - the operating and share price performance of other companies that investors may deem comparable; - the issuance of additional equity securities by the Company or the perception that such issuance may occur; and - purchases or sales of blocks of the Company's common shares. Part of this volatility may also be attributable to the current state of the stock market, in which wide price swings are common. This volatility may adversely affect the price of the Company's common shares regardless of the Company's operating performance and could cause the market price of the Company's common shares to decline.

The Company may issue additional equity securities which may reduce the Company's earnings per share.

The Company has in the past issued and may continue to issue equity securities to finance its activities, including in order to finance working capital requirements, capital expenditures and acquisitions. If the Company issues additional common shares, your percentage ownership of the Company will decrease, and you may experience dilution in the Company's earnings per share. Moreover, as the Company's intention to issue any additional equity securities becomes publicly known, the common share price may be materially and adversely affected.

Holders of the Company's common shares may experience dilution when outstanding options and warrants are exercised, or as a result of additional securities offerings.

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.